

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 15, 2021

**IANTHUS CAPITAL HOLDINGS, INC.**

(Name of registrant in its charter)

**British Columbia, Canada**

(State or jurisdiction of  
incorporation or organization)

**000-56228**

(Commission File  
Number)

**98-1360810**

(IRS Employer  
Identification No.)

**420 Lexington Avenue, Suite 414  
New York, NY 10170**  
(Address of principal executive offices)

**(646) 518-9411**  
(Registrant's telephone number)

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instructions A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act: **None**.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 15, 2021, iAnthus Capital Holdings, Inc. and its subsidiaries (collectively, the "Company") entered into an Amending Agreement (the "Amendment") to the Restructuring Support Agreement originally entered into on July 10, 2020 by and among the Company, the holders (the "Secured Lenders") of its 13% senior secured convertible debentures and a majority of the holders (the "Consenting Debenture Holders" and together with the Company and the Secured Lenders, the "Parties") of its 8% convertible unsecured debentures pursuant to which the Company agreed to effectuate a proposed recapitalization transaction to be implemented by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia), subject to the receipt of all necessary approvals (the "Regulatory Approvals"). Pursuant to the Amendment, the Parties amended the outside date by which the Company was required to obtain all Regulatory Approvals from June 30, 2021 to August 31, 2021 (the "Outside Date").

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K (this "Report") and is incorporated by reference herein.

**Item 8.01 Other Events.**

On June 16, 2021, the Company issued a press release announcing the extension of the Outside Date and an extension granted by the BC Registrar of Companies to extend the deadline by which the Company must hold its annual general meeting for the year 2020 from June 30, 2021 to October 31, 2021. A copy of the press release is attached as Exhibit 99.1 to this Report, and the information contained therein is incorporated by reference into this Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<u>10.1</u>	<u>Amending Agreement to the Restructuring Support Agreement dated June 15, 2021 by and among the Company, the Secured Lenders and the Consenting Debenture Holders</u>
<u>99.1</u>	<u>Press release dated June 16, 2021</u>

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 21, 2021

**IANTHUS CAPITAL HOLDINGS, INC.**

By: /s/ Randy Maslow

Randy Maslow  
Interim Chief Executive Officer

EXECUTION COPY

**AMENDING AGREEMENT TO THE RESTRUCTURING SUPPORT AGREEMENT**

AMENDING AGREEMENT, dated as of June 15, 2021 (this "**Amendment**") to the Restructuring Support Agreement (the "**Support Agreement**") dated July 10, 2020 among iAnthus Capital Holdings, Inc. ("**iAnthus**"), each of the subsidiaries listed on Schedule A thereto (the "**Subsidiaries**"), each of the other signatories to the Support Agreement that is a Lender (as defined in the Support Agreement), each of the other signatories to the Support Agreement that is a Consenting Debenture Holder (as defined in the Support Agreement), and each of the other signatories to the Support Agreement by joinder agreement.

WHEREAS, pursuant to the Support Agreement, it is a condition to closing the Recapitalization Transaction that any regulatory consents or approvals that are required in connection with the Recapitalization Transaction (the "**Regulatory Consents**") be obtained by no later than the Outside Date, being June 30, 2021 subject to any extension as provided for in the Support Agreement;

AND WHEREAS, the Parties have agreed to enter into a written agreement pursuant to which the Lenders and Consenting Debenture Holders will (i) provide to iAnthus certain disclosure regarding the process for obtaining the Regulatory Consents, and (ii) to use their reasonable best efforts to settle, on terms acceptable to the Parties, a long-term incentive plan for senior employees and management of iAnthus; and

AND WHEREAS, the Parties to the Support Agreement have agreed to amend the Support Agreement as provided herein.

AND WHEREAS, capitalized terms used herein which are not otherwise defined shall have the meanings given to them in the Support Agreement.

NOW THEREFORE, for good and valuable consideration, the Parties hereto agree as follows :

1. Interpretation. This Amendment is an amendment to the Support Agreement. Unless the context otherwise requires, this Amendment and the Support Agreement shall be read together and shall have effect as if the provisions hereof and thereof were contained in one agreement. The term "Agreement" when used in the Support Agreement means the Support Agreement including as amended by this Amendment.
2. Definitions. Any capitalized term used herein and in the recitals above and not defined shall have the meaning assigned to it in the Support Agreement.
3. Amendment. The definition of Outside Date in Schedule B to the Support Agreement is hereby amended to delete the words "June 30, 2021" and to replace them with the words "August 31, 2021". Except as amended hereby, the Support Agreement remains in full force and effect.
4. Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Amendment by email shall be equally as effective as delivery of an original executed counterpart of this Amendment.
5. Conflict. If any provision of this Amendment is inconsistent or conflicts with any provision of the Support Agreement, the relevant provision of this Amendment shall prevail and be paramount.

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6. Governing Law. This Amendment shall be governed by the laws of the Province of Ontario, Canada and the federal laws of Canada applicable thereto.

[Signature Pages to Follow]

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The Parties have executed this Amendment effective as of the date first written above.

**COMPANY:**

**IANTHUS CAPITAL HOLDINGS, INC.**

By: (signed) "Randy Maslow"

Name: Randy Maslow

Title: Interim Chief Executive Officer & President

**SUBSIDIARIES:**

**S8 RENTAL SERVICES, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**BERGAMOT PROPERTIES, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IANTHUS HOLDINGS FLORIDA, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**FALL RIVER DEVELOPMENT COMPANY, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**MPX BIOCEUTICAL ULC**

By: (signed) "Julius Kalcevich"  
Name: Julius Kalcevich  
Title: Chief Executive Officer

**IANTHUS CAPITAL MANAGEMENT, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**GROWHEALTHY PROPERTIES, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**CGX LIFE SCIENCES INC.**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

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**GTL HOLDINGS, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**AMBARY, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IA NORTHERN NEVADA, INC.**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IANTHUS ARIZONA, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IANTHUS EMPIRE HOLDINGS, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**MPX LUXEMBOURG SARL**

By: (signed) "Julius Kalcevich"  
Name: Julius Kalcevich  
Title: Manager

**PAKALOLO, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**S8 MANAGEMENT, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**SCARLET GLOBEMALLOW, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**MCCRORY'S SUNNY HILL NURSERY,  
LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**GHHIA MANAGEMENT, INC.**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IA IT, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

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**PILGRIM ROCK MANAGEMENT, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IMT, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IANTHUS NEW JERSEY, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**CITIVA MEDICAL, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**FWR, INC.**

B By: (signed) "Christopher Walsh"  
Name: Christopher Walsh  
Title: Director and Authorized Officer

**MAYFLOWER MEDICINALS, INC.**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**GREENMART OF NEVADA NLV, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**IA CBD, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**GRASSROOTS VERMONT MANAGEMENT SERVICES, LLC**

By: (signed) "Randy Maslow"  
Name: Randy Maslow  
Title: President

**LENDERS:**

**GOTHAM GREEN FUND 1, L.P.**

By: Gotham Green GP 1, LLC, as General Partner

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**GOTHAM GREEN FUND 1 (Q), L.P.**

By: Gotham Green GP 1, LLC, as General Partner

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**GOTHAM GREEN ADMIN 1, LLC**

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**GOTHAM GREEN FUND II, L.P.**

By: Gotham Green GP II, LLC, as General Partner

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**GOTHAM GREEN FUND II (Q), L.P.**

By: Gotham Green GP II, LLC, as General Partner

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**GOTHAM GREEN CREDIT PARTNERS SPV I, L.P.**

By: Gotham Green Partners SPV I, LLC, as General Partner

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**GOTHAM GREEN PARTNERS SPV V, L.P.**

By: Gotham Green Partners SPV V, LLC, as General Partner

By: (signed) "Jason Adler"

Name: Jason Adler

Title: Managing Member

**PURA VIDA MASTER FUND, LTD.**

By: Pura Vida Investments, its investment manager

By: (signed) "Efrem Kamen"

Name: Efrem Kamen

Title: Managing Member

**PURA VIDA PRO SPECIAL OPPORTUNITY MASTER FUND, LTD.**

By: Pura Vida Pro, LLC, its investment manager

By: (signed) "Efrem Kamen"

Name: Efrem Kamen

Title: Managing Member

**PARALLAX MASTER FUND, L.P.**

By: Parallax Volatility Advisers, L.P., its attorney in fact/investment adviser

By: (signed) "William Bartlett"

Name: William Bartlett

Title: CEO

**CONSENTING DEBENTURE HOLDERS:**

**OASIS INVESTMENTS II MASTER FUND LTD.**

By: (signed) "Alex Shoghi"

Name: Alex Shoghi

Title:

**HADRON HEALTHCARE AND CONSUMER SPECIAL OPPORTUNITIES MASTER FUND**

By: (signed) "Marco D'Attanasio"

Name: Marco D'Attanasio

Title: Chief Investment Officer

**SENVEST GLOBAL (KY), LP**

By: Senvest Management, LLC, its attorney in fact/investment adviser

By: (signed) "Bobby Trahanas"

Name: Bobby Trahanas

Title: CCO

**SENVEST MASTER FUND, LP**

By: Senvest Management, LLC, its attorney in fact/investment adviser

By: (signed) "Bobby Trahanas"

Name: Bobby Trahanas

Title: CCO



## iAnthus Provides Update on Recapitalization Transaction

- *Outside Date definition in Restructuring Support Agreement Amended*
- *iAnthus Announces Postponement of Annual General Meeting*

NEW YORK and TORONTO, June 16, 2021 /CNW/ - iAnthus Capital Holdings, Inc. ("iAnthus" or the "Company") (CSE: IAN) (OTCPK: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States provides an update on its recapitalization transaction (the "**Recapitalization Transaction**"). As previously disclosed, securityholder approval and Court approval were two of the primary conditions for closing the Recapitalization Transaction, both of which conditions have been satisfied. The closing of the Recapitalization Transaction remains subject to certain closing conditions as set forth in the Restructuring Support Agreement dated July 10, 2020 (the "**RSA**").

Specifically, certain of the transactions contemplated by the Recapitalization Transaction have triggered the requirement for an approval by state-level regulators in certain U.S. states with jurisdiction over the licensed cannabis operations of entities owned, in whole or in part or controlled directly or indirectly, by iAnthus in such states.

On February 23, 2021, the Nevada Cannabis Compliance Board approved the proposed change of ownership and control of the Company's wholly-owned subsidiary, GreenMart of Nevada NLV, LLC, contemplated by the Recapitalization Transaction. Similar state-level regulatory approvals are being sought in Florida, Massachusetts, Maryland, New York, New Jersey, and Vermont.

The Company continues to work with the Lenders and Consenting Debenture Holders (as such terms are defined in the RSA) towards obtaining the required regulatory approvals. As the Company closely monitors regulatory approval developments, the Company, the Lenders and the Consenting Debenture Holders have agreed to amend the date of 'June 30, 2021' to 'August 31, 2021' in the definition of "Outside Date" as that term is defined in the RSA.

In the interim, the Lenders and Consenting Debenture Holders have agreed to provide the Company with enhanced disclosure as to their ongoing discussions and correspondence with state-level regulators necessary for regulatory approvals to be granted. The parties have also agreed to cooperate and work in good faith to settle the terms of a long-term incentive plan for certain essential employees of the Company and certain of its subsidiaries.

A copy of the RSA is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and was filed on July 20, 2020.

### Annual General Meeting

As disclosed in the Company's news release dated November 12, 2020, the BC Registrar of Companies (the "**BC Registrar**") granted the Company a six-month extension extending the deadline to hold the Company's Annual General Meeting for the year 2020 (the "**2020 AGM**") from December 31, 2020 to June 30, 2021.

The BC Registrar has granted the Company a further four-month extension extending the deadline to hold the 2020 AGM from June 30, 2021 to October 31, 2021.

### About iAnthus

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit [www.iAnthus.com](http://www.iAnthus.com).

### COVID-19 Risk Factor

The Company may be impacted by business interruptions resulting from pandemics and public health emergencies, including those related to COVID-19. An outbreak of infectious disease, a pandemic, or a similar public health threat, such as the recent outbreak of COVID-19, or a fear of any of the foregoing could adversely impact the Company by causing operating, manufacturing, supply chain, and project development delays and disruptions, labor shortages, travel, and shipping disruption and shutdowns (including as a result of government regulation and prevention measures). It is unknown whether and how the Company may be affected if such a pandemic persists for an extended period of time, including as a result of the waiver of regulatory requirements or the implementation of emergency regulations to which the Company is subject. Although the Company has been deemed essential and/or has been permitted to continue operating its facilities in the states in which it cultivates, processes, manufactures, and sells cannabis during the pendency of the COVID-19 pandemic, there is no assurance that the Company's operations will continue to be deemed essential and/or will continue to be permitted to operate. The Company may incur expenses or delays relating to such events outside of its control, which could have a material adverse impact on its business, operating results, financial condition, and the trading price of the Company's common shares.


### Forward Looking Statements

Statements in this news release contain forward-looking statements. These forward-looking statements are made on the basis of

the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Company's reports that it files from time to time with the SEC and the Canadian securities regulators which you should review including, but not limited to, the Company's Annual Report on Form 10-K filed with the SEC. When used in this news release, words such as "will," "could," "plan," "estimate," "expect," "intend," "may," "potential," "believe," "should" and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to the Company's financial performance, business development and results of operations and the timing and outcome of the closing of the Recapitalization Transaction.

These forward-looking statements should not be relied upon as predictions of future events, and the Company cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by the Company or any other person that it will achieve its objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this news release or to reflect the occurrence of unanticipated events, except as required by law.

**The Canadian Securities Exchange has not reviewed, approved or disapproved the content of this news release.**

 View original content:<http://www.prnewswire.com/news-releases/ianthus-provides-update-on-recapitalization-transaction-301314251.html>

SOURCE iAnthus Capital Holdings, Inc.

 View original content: <http://www.newswire.ca/en/releases/archive/June2021/16/c7919.html>

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**For further information:** Corporate/Media/Investors: Julius Kalcevich, CFO, iAnthus Capital Holdings, Inc., 1-646-518-9411, [investors@ianthuscapital.com](mailto:investors@ianthuscapital.com)

CO: iAnthus Capital Holdings, Inc.

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