

**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): April 28, 2022

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)

Not applicable
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 28, 2022, Randy Maslow, Interim Chief Executive Officer and President of iAnthus Capital Holdings, Inc. (the "Company"), indicated his intent to resign from his executive positions with the Company, which resignation shall be effective, if not otherwise rescinded, on May 6, 2022 (the "Resignation Date"). In connection with such resignation, Mr. Maslow shall also resign from his position as a member of the Company's board of directors (the "Board") and audit committee and all other positions held, whether as a director, officer, manager, partner, representative or otherwise with respect to the Company and each of its subsidiaries and affiliates, effective as of the Resignation Date. Mr. Maslow's resignation was not the result of any disagreement with the Company, any matter related to the Company's operations, policies or practices, the Company's management or the Board.

Item 8.01 Other Events.

On May 4, 2022, the Company issued a press release announcing Randy Maslow's resignation. A copy of the press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated May 4, 2022
104	Inline XBRL for the cover page of this Current Report on Form 8-K

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.

IANTHUS CAPITAL HOLDINGS, INC.

Date: May 4, 2022

By: /s/ Julius Kalcevich
Julius Kalcevich
Chief Financial Officer

iAnthus

iAnthus Announces Resignation of Co-founder Randy Maslow

NEW YORK, NY and TORONTO, ON - May 4, 2022 - iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCQK: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, announces that iAnthus co-founder Randy Maslow will resign from his executive positions with the Company, including all positions with the Company’s subsidiaries and its affiliates, and from the Company’s Board of Directors (the “Board”) and committees, effective as of May 6, 2022, if not otherwise rescinded in accordance with applicable law (the “Resignation Date”).

“Randy Maslow has been a pioneer in the development of the regulated cannabis industry in the United States for nearly a decade and was instrumental in building iAnthus into a publicly traded multi-state operator with more than 1000 employees and a platform across 10 U.S. states,” said Chief Financial Officer Julius Kalcevich.

Mr. Maslow co-founded iAnthus in 2014 and served as its President and as a member of the Board, with primary responsibility for legal, regulatory and public policy affairs since the Company’s inception. Mr. Maslow was additionally named the Company’s Interim Chief Executive Officer on April 27, 2020 and served in that role for the past two years.

“Randy Maslow agreed to serve as the Company’s Interim Chief Executive Officer at a difficult time in the Company’s history and led iAnthus through a restructuring of the business. It has been a pleasure to serve with Mr. Maslow on the Board and we want to thank him for his leadership and contributions to iAnthus since its beginning,” said independent directors Michael Muldowney and Diane Ellis.

Mr. Maslow will continue to serve the Company in a consulting role for a period of six months following the Resignation Date. All terms of Mr. Maslow’s separation were considered and approved by the Board and the Board determined that such terms comply with applicable laws, including laws applicable to related party transactions, and details of Mr. Maslow’s separation agreement will be disclosed in accordance with applicable law. iAnthus has initiated a search to identify a successor Chief Executive Officer and, on or before the Resignation Date, the Company intends to announce additional updates, including with respect to a replacement Interim Chief Executive Officer and a replacement director.

About iAnthus

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit www.iAnthus.com.

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 U.S. Securities and Exchange Commission (“SEC”) and the Canadian securities regulators, which you should review including, but not limited to, the Company’s most recent 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 changes to the composition of the Company’s Board and its management.

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.

Neither the Canadian Securities Exchange nor The Securities Exchange Commission have reviewed, approved or disapproved the content of this news release.

CONTACT INFORMATION

Corporate/Media/Investors:
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