

**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): February 2, 2023

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) 518-9418
(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 8.01 Other Events.

On February 2, 2023, iAnthus Capital Holdings, Inc. (the "Company") issued a press release announcing an amendment (the "Amendment") to the secured bridge notes (the "Notes") originally issued by iAnthus New Jersey, LLC, a wholly-owned subsidiary of the Company, on February 2, 2021 in the aggregate principal amount of \$11 million. Pursuant to the Amendment entered into with certain related-party lenders, (i) the maturity date of the Notes was extended from February 2, 2023 to February 2, 2024 (the "Maturity Date"), (ii) the interest rate of the Notes was increased from 8% per annum to 12% per annum and (iii) a fee for the Amendment equal to 10% of the principal amount of the Notes, or \$1.4 million in the aggregate, was added to the Notes such that it will become due and payable on the Maturity Date.

A copy of the press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
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99.1	Press release dated February 2, 2023
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104	Inline XBRL for the cover page of this Current Report on Form 8-K
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SIGNATURES

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

IANTHUS CAPITAL HOLDINGS, INC.

Date: February 8, 2023

By: /s/ Robert Galvin

Robert Galvin
Interim Chief Executive Officer

iAnthus

iAnthus Announces Extension of New Jersey Bridge Note Financing

NEW YORK, NY and TORONTO, ON - February 2, 2023 - iAnthus Capital Holdings, Inc. (the "Company") (CSE: IAN, OTCPK: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, announces that the Company along with its wholly-owned subsidiary, iAnthus New Jersey, LLC, has entered into an amendment to the senior secured bridge notes (the "Bridge Notes"), due February 2, 2023, with certain related-party lenders (including funds managed by affiliates of Gotham Green Partners, LLC, Oasis Management and Senvest Management LLC).

Pursuant to the amendment, the maturity date of the Bridge Notes has been extended from February 2, 2023, to February 2, 2024, and the interest on the principal amount outstanding has increased to a rate of 12% per annum. In addition, an amendment fee equal to 10% of the principal amount of the Bridge Notes on the date hereof will become payable at maturity.

As at February 2, 2023, the aggregate principal amount outstanding on the Bridge Notes is approximately US\$14 million.

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 capital structure.

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.

CONTACT INFORMATION

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