

**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 21, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective as of February 21, 2023, Zachary Arrick resigned as a member of the board of directors (the "Board") of iAnthus Capital Holdings, Inc. (the "Company") and a member of the Company's compensation committee and nominating and corporate governance committee. Mr. Arrick'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.

Mr. Arrick was initially appointed to the Board as a designee of an Investor (as defined in the IRA (as defined herein)) pursuant to that certain Investor Rights Agreement (the "IRA") dated as of June 24, 2022 by and among the Company, iAnthus Capital Management, LLC, a wholly-owned subsidiary of the Company, and certain investors (the "Investors") which provides such Investor with the right to nominate one director to the Board, subject to such Investor's Debt Exchange Common Share Percentage (as defined in the IRA) being at least 5%. As of the date hereof, such Investor has not nominated a director nominee to fill the vacancy on the Board created by Mr. Arrick's resignation.

Item 8.01 Other Events.

On February 22, 2023, the Company issued a press release announcing the resignation of Mr. Arrick. 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 February 22, 2023
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, 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 22, 2023

By: /s/ Robert Galvin

Robert Galvin
Interim Chief Executive Officer

iAnthus

iAnthus Announces Resignation of Director

NEW YORK, NY and TORONTO, ON – February 22, 2023 – 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 Zachary Arrick has resigned from the board of directors of the Company (the “Board”), effective February 21, 2023. Mr. Arrick joined the Board on June 24, 2022 upon completion of the Company’s previously announced recapitalization transaction.

“On behalf of the entire iAnthus team, we thank Zach for the valuable contributions and strategic insights he brought to the Board after closing the Recapitalization Transaction. We wish Zach the best in all his future endeavors,” said Robert Galvin, iAnthus Interim Chief Executive Officer.

Pursuant to the Investor Rights Agreement dated June 24, 2022 by and among the Company, iAnthus Capital Management, LLC, a wholly-owned subsidiary of the Company, and certain Investors (as defined therein), the Investor who nominated Mr. Arrick is entitled to designate a successor nominee for appointment to the Board, and the Company is required to cause such nominee to be appointed to the Board. As of the date hereof, such Investor has not nominated a successor nominee, and the Company has not appointed a replacement for Mr. Arrick. A copy of the Investor Rights Agreement is available on the Company’s SEDAR profile at www.sedar.com and the U.S. Securities and Exchange Commission’s (“SEC’s”) website at www.sec.gov.

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 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 nomination and appointment of a replacement/successor director to the Board.

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.

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Neither the Canadian Securities Exchange nor the SEC has reviewed, approved or disapproved the content of this news release.

CONTACT INFORMATION

Corporate/Media/Investors:
Philippe Faraut, Chief Financial Officer
iAnthus Capital Holdings, Inc.
1-646-518-9418
investors@ianthuscapital.com