

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Gotham Green Partners LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>iANTHUS CAPITAL HOLDINGS, INC. [ITHUF]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (specify below) _____		
(Last) 1437 4TH STREET	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/24/2022					
(Street) SANTA MONICA, CA 90401			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	06/24/2022		J	(1)(2)	125,585,311	A	(1)(2)	125,855,957	I	Gotham Green Fund I, L.P. (3)
Common Shares	06/24/2022		J	(1)(2)	502,419,744	A	(1)(2)	503,502,503	I	Gotham Green Fund I (Q), L.P. (3)
Common Shares	06/24/2022		J	(1)(2)	57,324,290	A	(1)(2)	57,324,290	I	Gotham Green Fund II, L.P. (3)
Common Shares	06/24/2022		J	(1)(2)	333,453,540	A	(1)(2)	333,453,540	I	Gotham Green Fund II (Q), L.P. (3)
Common Shares	06/24/2022		J	(1)(2)	934,167,928	A	(1)(2)	936,930,574	I	Gotham Green Credit Partners SPV 1, L.P. (3)
Common Shares	06/24/2022		J	(1)(2)	615,096,377	A	(1)(2)	615,096,377	I	Gotham Green Partners SPV V, L.P. (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Debenture	\$ 3.08	06/24/2022		J	(1)(2)	\$ 2,398,448.15	(4)	05/14/2021(5)	Common Shares	778,717	(1)(2)	0	I	By Gotham Green Fund 1, L.P. (3)

Convertible Debenture	\$ 3.08	06/24/2022		J(1)(2)		\$ 9,595,307.4	(4)	05/14/2021(5)	Common Shares	3,115,360	(1) (2)	0	I	By Gotham Green Fund 1 (Q), L.P. (3)
Convertible Debenture	\$ 3.08	06/24/2022		J(1)(2)		\$ 29,364,022.22	(4)	05/14/2021(5)	Common Shares	9,533,773	(1) (2)	0	I	Gotham Green Credit Partners SPV 1, L.P. (3)
Convertible Debenture	\$ 1.6104	06/24/2022		J(1)(2)		\$ 17,500,000	(4)	05/14/2021(5)	Common Shares	10,649,528	(1) (2)	0	I	By Gotham Green Partners SPV V, L.P. (3)
Note	\$ 1.89	06/24/2022		J(1)(2)		\$ 1,999,750	(4)	05/14/2021(5)	Common Shares	1,058,069	(1) (2)	0	I	By Gotham Green Fund 1, L.P. (3)
Note	\$ 1.89	06/24/2022		J(1)(2)		\$ 8,000,250	(4)	05/14/2021(5)	Common Shares	4,232,937	(1) (2)	0	I	By Gotham Green Fund 1 (Q), L.P. (3)
Note	\$ 1.89	06/24/2022		J(1)(2)		\$ 1,466,300	(4)	05/14/2021(5)	Common Shares	775,820	(1) (2)	0	I	By Gotham Green Fund II, L.P. (3)
Note	\$ 1.89	06/24/2022		J(1)(2)		\$ 8,533,700	(4)	05/14/2021(5)	Common Shares	4,515,185	(1) (2)	0	I	By Gotham Green Fund II (Q), L.P. (3)
Tranche B Warrant	\$ 1.97	06/24/2022		J(1)(2)		507,551	(4)	09/30/2022	Common Shares	507,551	(1) (2)	0	I	By Gotham Green Fund 1, L.P. (3)
Tranche B Warrant	\$ 1.97	06/24/2022		J(1)(2)		2,030,520	(4)	09/30/2022	Common Shares	2,030,520	(1) (2)	0	I	By Gotham Green Fund 1 (Q), L.P. (3)
Tranche B Warrant	\$ 1.97	06/24/2022		J(1)(2)		372,157	(4)	09/30/2022	Common Shares	372,157	(1) (2)	0	I	By Gotham Green Fund II, L.P. (3)
Tranche B Warrant	\$ 1.97	06/24/2022		J(1)(2)		2,165,914	(4)	09/30/2022	Common Shares	2,165,914	(1) (2)	0	I	By Gotham Green Fund II (Q), L.P. (3)
Warrant	\$ 1.6748	06/24/2022		J(1)(2)		5,120,097	(4)	12/22/2022	Common Shares	5,120,097	(1) (2)	0	I	By Gotham Green Partners SPV V, L.P. (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Gotham Green Partners LLC 1437 4TH STREET SANTA MONICA, CA 90401		X		
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## Signatures

/s/ Jason Adler		06/28/2022
<small>*Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On June 24, 2022, iAnthus Capital Holdings, Inc. issued Common Shares to the funds affiliated with Gotham Green Partners, LLC, as listed in this Form 4, in connection with the recapitalization transaction set forth in the Restructuring Support Agreement dated July 10, 2020, and amended on June 15, 2021, and the Plan of Arrangement, which was approved by the Supreme Court of British Columbia on October 5, 2020.

In exchange for the Common Shares, the outstanding principal amount (and accrued interest and fees) of pre-existing and matured 13% senior secured convertible debentures and 8% unsecured convertible debentures were each forgiven in part and were replaced with new non-convertible 8% unsecured debentures and non-convertible 8% secured debentures (which also includes amounts outstanding under certain interim financing secured (non-convertible) notes that were also extinguished). Plus, all existing warrants to purchase common shares, were cancelled and extinguished.

Gotham Green Partners, LLC is the SEC registered investment adviser to the Gotham funds. Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1, L.P. and Gotham Green Fund 1 (Q) L.P. Gotham Green GP II, LLC is the general partner of Gotham Green Fund II, L.P. and Gotham Green Fund II (Q), L.P. Gotham Green Credit Partners GP 1, LLC is the general partner of Gotham Green Credit Partners SPV 1, L.P. Gotham Green Partners SPV V GP, LLC is the general partner of Gotham Green Partners SPV V, L.P. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Sections 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of any pecuniary interest therein.

(4) Currently Exercisable.

(5) Represents the original maturity date of the Convertible Debentures or Note, as applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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