

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Gotham Green Partners LLC</u> (Last) (First) (Middle) <u>1437 4TH STREET</u> (Street) <u>SANTA MONICA CA 90401</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>IANTHUS CAPITAL HOLDINGS, INC. [ITHUF]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	12/28/2022		S ⁽¹⁾		2,762,646	D	(1)	934,167,928	I	Gotham Green Credit Partners SPV 1, L.P. ⁽²⁾
Common Shares	12/28/2022		S ⁽¹⁾		1,082,759	D	(1)	502,419,744	I	Gotham Green Fund 1 (Q), L.P. ⁽²⁾
Common Shares	12/28/2022		S ⁽¹⁾		270,646	D	(1)	125,585,311	I	Gotham Green Fund 1, L.P. ⁽²⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Pursuant to a Securities Transfer Agreement dated December 28, 2022, the funds affiliated with Gotham Green Partners, LLC, as listed in this Form 4, assigned and transferred in a private transaction an aggregate of 4,116,051 common shares for a total purchase price of \$10,000.00.
- 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 Credit Partners GP 1, LLC is the general partner of Gotham Green Credit Partners SPV 1, 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.

/s/ Jason Adler

12/29/2022

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.