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

**FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Acreage Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**British Columbia, Canada**  
(State or other jurisdiction of  
incorporation or organization)

**5900**  
(Primary Standard Industrial  
Classification Code Number)

**98-1463868**  
(I.R.S. Employer Identification Number)

**450 Lexington Avenue, #3308  
New York, New York 10163  
United States  
(646) 600-9181**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**James A. Doherty, Esq.  
450 Lexington Avenue, #3308  
New York, New York 10163  
United States  
(646) 600-9181**

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(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

James A. Doherty  
Acreage Holdings, Inc.  
450 Lexington Avenue, #3308  
New York, New York 10163  
United States  
(646) 600-9181

Robert Fonn  
DLA Piper (Canada) LLP  
Suite 6000, 1 First Canadian Place  
PO Box 367, 100 King St W  
Toronto, Ontario M5X 1E2 Canada  
(416) 369 5280

Jessica S. Lochmann  
Foley & Lardner LLP  
777 East Wisconsin Avenue  
Milwaukee, WI 53202  
United States  
(414) 297-5817

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company   
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 7(a)(2)(b) of the Securities Act.

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### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>1</sup>	Proposed Maximum Offering Price Per Share <sup>2</sup>	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class D Subordinate Voting Shares	10,000,000	\$ 3.21	\$ 32,100,000	\$ 3,503
Class E Subordinate Voting Shares	10,000,000	\$ 2.08	\$ 20,800,000	\$ 2,270
<b>Total:</b>			52,900,000	\$ 5,773

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Class D and Class E Subordinate Voting Shares (together the "Subordinate Voting Shares") that become issuable under the Second Amended and Restated Equity Incentive Plan (the "Plan") or inducement award set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding Subordinate Voting Shares.
  - (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457(c) promulgated under the Securities Act. The offering price per share and the aggregate offering price are based upon the average of the high and low prices of the classes of Subordinate Voting Shares as reported on OTCQX on August 3, 2021
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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering Subordinate Voting Shares of the Registrant issuable pursuant to the Plan.

On September 23, 2020, the Registrant's shareholders authorized, among other things, the adoption of the Plan.

This Registration Statement on Form S-8 registers Subordinate Voting Shares issuable upon the vesting, issuance or exercise of awards under the Plan.

### PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### Item 1. Plan Information

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Act and Note 1 to Part I of Form S-8.

#### Item 2. Registrant Information and Employee Plan Annual Information

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Act and Note 1 to Part I of Form S-8.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation Of Documents By Reference.

The following documents which have been and will in the future be filed by the Registrant with the United States Securities and Exchange Commission (the "SEC") are incorporated into this Registration Statement by reference:

- (a) Our Annual Report on Form 10-K as filed with the SEC on [March 26, 2021](#);
  - (b) Our Quarterly Reports on Form 10-Q as filed with the SEC on [May 10, 2021](#) and our Current Reports on Form 8-K as filed with the SEC on [January 13, 2021](#), [January 28, 2021](#), [February 26, 2021](#), [March 11, 2021](#), [April 1, 2021](#), [May 3, 2021](#), [June 3, 2021](#), and [June 16, 2021](#); and
  - (c) The description of the Subordinate Voting Shares contained as an exhibit to our Annual Report on Form 10-K as filed with the SEC on [March 26, 2021](#), including any amendment or report filed for the purpose of amending such description.
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In addition, all reports and documents filed by us under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities being offered have been sold or which deregisters all securities then remaining unsold, and any Form 8-K furnished by us during such period or portions thereof that are identified in such Form 8-K as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference in and to be part of this Registration Statement from the date of filing of each such document.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

None.

**Item 6. Indemnification of Directors and Officers.**

Under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) the Registrant may indemnify a director or officer, a former director or officer, or an individual who acts or acted as a director or officer of an affiliate of the Registrant, or at the Registrant’s request as a director or officer (or in a similar capacity) of another corporation or other legal entity, against all judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, any legal proceeding or investigative action, whether current, threatened, pending or completed, in which such individual or any of his or her heirs and personal or other legal representatives is or may be joined as a party, or is or may be liable for in respect of a judgment, penalty or fine in, or expenses related to such legal proceeding or investigative action because of serving in such capacity, on condition that (i) the individual acted honestly and in good faith with a view to the best interests of the Registrant or such other corporation or legal entity, and (ii) in the case of such a proceeding or investigative action other than a civil proceeding, the individual had reasonable grounds for believing that his or her conduct was lawful. The Registrant may also indemnify a person described above in respect of all costs, charges and expenses, including legal and other fees, actually and reasonably incurred by such person in respect of such a legal proceeding or investigative action, providing such person complies with (i) and (ii) above. The Registrant may provide indemnification in respect of such costs, charges and expenses after the final disposition of such legal proceeding or investigative action, and may pay such costs, charges and expenses as they are incurred in advance of such final disposition, provided it obtains a written undertaking that such person will repay the amounts advanced if it is ultimately determined that the individual did not comply with (i) and (ii) above. Under the BCBCA, an individual described above is entitled to indemnification from the Registrant in respect of such costs, charges and expenses after the final disposition of such legal proceeding or investigative action as a matter of right if the individual has not been reimbursed for such costs, charges and expenses and is wholly successful in the outcome of such legal proceeding or investigative action, or is substantially successful on the merits thereof, providing such individual complies with (i) and (ii) above. On application of the Registrant or an individual described above, the Supreme Court of British Columbia may order the Registrant to indemnify a person described above in respect of any liability incurred by such person in respect of such a legal proceeding or investigative action, and to pay some or all of the expenses incurred by such individual in respect of such legal proceeding or investigative action.

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In accordance with the BCBCA, the Articles of the Registrant provide that the Registrant must indemnify a person named above, and such person's heirs and legal personal representatives, against all judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, any legal proceeding or investigative action, whether current, threatened or completed, which such individual or any of his or her heirs and legal personal representatives is or may be joined as a party, or is or may be liable for in respect of a judgment, penalty or fine in, or costs, charges and expenses, including legal and other fees relating to such legal proceeding or investigative action, because of that person having been a director or officer of the Registrant, provided that (i) the individual acted honestly and in good faith with a view to the best interests of the Registrant; and (ii) in the case of such a legal proceeding or investigative action other than a civil proceeding, the person had reasonable grounds for believing that his or her conduct was lawful.

A policy of directors' and officers' liability insurance is maintained by the Registrant which insures directors and officers for losses as a result of claims against the directors and officers of the Registrant in their capacity as directors and officers and also reimburses the Registrant for payments made pursuant to the indemnity provisions under the Articles of the Registrant and the BCBCA.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

Exhibit No.	Description of Document	Schedule Form	File Number	Exhibit/Form	Filing Date	Filed or Furnished Herewith
<a href="#">10.1</a>	<a href="#">Acreage Holdings, Inc. Omnibus Incentive Plan, as amended and restated September 23, 2020</a>	S-1	<a href="#">333-252828</a>	<a href="#">10.1</a>	<a href="#">2/8/21</a>	
<a href="#">5.1</a>	<a href="#">Opinion of DLA Piper (Canada) LLP</a>					<input checked="" type="checkbox"/>
<a href="#">23.1</a>	<a href="#">Consent of DLA Piper (Canada) LLP (Included in Exhibit 5.1)</a>					<input checked="" type="checkbox"/>
<a href="#">23.2</a>	<a href="#">Consent of Marcum LLP, the Independent Registered Public Accounting Firm of Acreage Holdings, Inc.</a>					<input checked="" type="checkbox"/>
<a href="#">24.1</a>	<a href="#">Power of Attorney (contained in the signature page)</a>					<input checked="" type="checkbox"/>

**Item 9. Undertakings.**

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in such Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on August 6, 2021.

### ACREAGE HOLDINGS, INC.

By: /s/ Steve Goertz  
Name: Steve Goertz  
Title: Chief Financial Officer

## POWER OF ATTORNEY

We, the undersigned directors and officers of Acreage Holdings, Inc., hereby severally constitute and appoint Steve Goertz and James Doherty, and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as we might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on August 6, 2021.

<b>Signature</b>	<b>Title</b>
<u>/s/ Peter Caldini</u> Peter Caldini	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Steve Goertz</u> Steve Goertz	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ Kevin Murphy</u> Kevin Murphy	Director
<u>/s/ John Boehner</u> John Boehner	Director
<u>/s/ Douglas Maine</u> Douglas Maine	Director
<u>/s/ Brian Mulrone</u> Brian Mulrone	Director
<u>/s/ William Van Faasen</u> William Van Faasen	Director

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/s/ Katherine J. Bayne

Director

Katherine J. Bayne

/s/ Patricia Lopez

Director

Patricia Lopez

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**DLA Piper (Canada) LLP**  
Suite 2800, Park Place  
666 Burrard St  
Vancouver BC V6C 2Z7  
www.dlapiper.com

August 6, 2021

File Number: 101053-00001

Acreage Holdings, Inc.  
450 Lexington Avenue, #3308  
New York, NY 10163 USA

Dear Sirs/Mesdames:

**Re: Acreage Holdings, Inc. Omnibus Incentive Plan - Registration Statement on Form S-8**

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We have acted as Canadian counsel to Acreage Holdings, Inc. (“**Acreage**”), a company continued under the laws of the Province of British Columbia, in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) filed by Acreage with the Securities and Exchange Commission (the “**Commission**”) under the *Securities Act of 1933*, as amended (the “**Act**”), relating to the issuance by Acreage of Class D subordinate voting shares and/or Class E subordinate voting shares (collectively, the “**Subordinate Voting Shares**”) upon exercise or redemption of awards (“**Awards**”) granted or issued under Acreage’s Second Amended and Restated Omnibus Incentive Plan effective as of September 23, 2020 (the “**Plan**”). Our opinion expressed herein is delivered in connection with the Registration Statement to which this letter appears as an exhibit.

We have examined the Registration Statement and the Plan, which has been filed with the Commission as an exhibit to the Registration Statement. We have also examined the originals, or duplicate, certified, conformed, telecopied or photostatic copies, of such corporate records, agreements, documents and other instruments and have made such other investigations as we have considered necessary or relevant for the purposes of our opinion. With respect to the accuracy of factual matters material to our opinion, we have relied upon certificates of public officials and representatives of Acreage.

In rendering our opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as duplicates, certified, conformed, telecopied or photostatic copies, and the authenticity of the originals of such latter documents.

Our opinion expressed herein is rendered solely with respect to the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

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Based and relying upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that Subordinate Voting Shares, up to an amount authorized by Acreage under the Plan as at the date of our opinion, issued upon the valid exercise or redemption of Awards granted in accordance with the terms of the Plan, including, in each case, receipt by Acreage of payment in full for the Subordinate Voting Shares in respect of which such Awards are exercised or redeemed, will be validly issued, fully-paid and non-assessable.

We hereby consent to the use of our name in, and the filing of this letter as an exhibit to, the Registration Statement. In providing such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Yours very truly,

**DLA Piper (Canada) LLP**

*/s/ "DLA Piper (Canada) LLP"*

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INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Acreage Holdings, Inc. on Form S-8 of our report dated March 25, 2021, with respect to our audits of the consolidated financial statements of Acreage Holdings, Inc. as of December 31, 2020 and 2019 and for the years ended December 31, 2020, 2019 and 2018 appearing in the Annual Report on Form 10-K of Acreage Holdings, Inc. for the year ended December 31, 2020.

Our report on the consolidated financial statements refers to a change in the method of accounting for leases effective January 1, 2019 due to the adoption of the guidance in ASC Topic 842, Leases.

/s/ Marcum LLP

Marcum LLP  
New York, NY  
August 6, 2021

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