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

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

TRULIEVE CANNABIS CORP.

(Exact name of registrant as specified in its charter)

British Columbia
(State or other jurisdiction of
incorporation or organization)

84-2231905
(I.R.S. employer
identification no.)

6749 Ben Bostic Road
Quincy, FL 32351
(Address of principal executive offices)

Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan
(Full title of the plan(s))

Kim Rivers
Chairman, President and Chief Executive Officer
Trulieve Cannabis Corp.
6749 Ben Bostic Road
Quincy, FL 32351
(Name and address of agent for service)

(850) 480-7955
(Telephone number, including area code, of agent for service)

Copies to:

Derek Siegel
DLA Piper (Canada) LLP
Suite 6000, 1 First Canadian Place
PO Box 367, 100 King St W
Toronto, Ontario
M5X 1E2 Canada
(212) 335-4500

Christopher P. Giordano
Penny Minna
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
(212) 335-4500

Eric Powers, Esq.
Trulieve Cannabis Corp.
6749 Ben Bostic Road
Quincy, FL 32351
(850) 480-7955

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. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-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 13(a) of the Exchange Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (“Registration Statement”) is being filed for the purpose of registering an additional 10,000,000 Subordinate Voting Shares, no par value (“Shares”), of Trulieve Cannabis Corp. (the “Company”) reserved for issuance under the Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan (the “Plan”), the amendment and restatement of which was approved by shareholders on June 14, 2023, at the Company’s 2023 Annual Meeting of Shareholders. These additional Shares are additional securities of the same class as other securities for which an original registration statement (File No. 333-259175) on Form S-8 was filed with the U.S. Securities and Exchange Commission (the “Commission”) on August 31, 2021 (the “Original Registration Statement”).

Pursuant to General Instruction E to Form S-8, the contents of such earlier registration statement, are incorporated by reference into this Registration Statement, except that the provisions contained in Part II of such earlier registration statements are modified as set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

In accordance with General Instruction E to Form S-8, the contents of the Prior Registration Statements, with respect to securities offered pursuant to the Plan, are hereby incorporated by reference.

The following documents filed by the Registrant are incorporated by reference in this Registration Statement:

(a) The Registrant’s Annual Report on [Form 10-K](#) as of and for the year ended December 31, 2022, filed with the Commission on March 8, 2023 (File No. 000-56248), including the description of Registrant’s Common Stock contained in [Exhibit 4.11](#) thereto and any amendments or supplements thereto;

(b) The information specifically incorporated by reference into the [Form 10-K](#) for the fiscal year ended December 31, 2022 from the Registrant’s [proxy statement](#) dated May 1, 2023, filed with the Commission on May 1, 2023 (File No. 000-56248), including any amendments or supplements thereto;

(c) The Registrant’s Quarterly Report on [Form 10-Q](#) as of and for the three months ended March 31, 2023, filed with the Commission on May 10, 2023 (File No. 000-56248);

(d) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [January 13, 2023](#), [March 8, 2023](#), [April 5, 2023](#), [May 1, 2023](#), [May 10, 2023](#), [June 20, 2023](#) and [June 20, 2023](#) (in each case, File No. 000-56248); and

(e) The description of the Registrant’s capital stock contained in the Registrant’s Registration Statement on [Form 8-A](#) (File No. 000-56248), filed with the Commission on February 2, 2021, including any amendment or report filed with the Commission hereafter for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the dates of filing of those documents.

Under no circumstances will any information furnished under items 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

You may request a copy of the filings incorporated by reference herein, at no cost, by writing or telephoning the Registrant at:

Trulieve Cannabis Corp.
6749 Ben Bostic Road
Quincy, FL 32351
(850) 480-7955

You should rely only on the information provided or incorporated by reference in this Registration Statement or any related prospectus. The Registrant has not authorized anyone to provide you with different information. You should not assume that the information in this Registration Statement or any related prospectus is accurate as of any date other than the date on the front of the document.

Item 8. Exhibits.

Exhibit number	Description
4.1	Articles of Trulieve Cannabis Corp., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-252052)).
4.2	Subordinate Voting Shares Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-252052)).
4.3	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.11 to the Registrant's Annual Report on Form 10-K (File No. 000-56248)).
4.4‡	Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan (incorporated by references to Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 000-56248)).
5.1*	Opinion of DLA Piper (Canada) LLP.
23.1*	Consent of Marcum LLP.
23.2*	Consent of DLA Piper (Canada) LLP (included in Exhibit 5.1).
23.3*	Consent of MNP LLP.
24.1*	Power of attorney (included on signature page of this Registration Statement).
107*	Filing Fee Table

‡ Management contract or compensatory plan or arrangement.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Quincy, The State of Florida, on the 27th day of June, 2023.

TRULIEVE CANNABIS CORP.

By: /s/ Kim Rivers

Kim Rivers
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints each of Kim Rivers and Eric Powers as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's 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 all documents in connection therewith, with the Commission, granting unto each said attorney-in-fact and agent 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 such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Kim Rivers</u> Kim Rivers	Director, President and Chief Executive Officer (Principal Executive Officer)	June 27, 2023
<u>/s/ Ryan Blust</u> Ryan Blust	Interim Chief Financial Officer (Principal Financial and Accounting Officer)	June 27, 2023
<u>/s/ Giannella Alvarez</u> Giannella Alvarez	Director	June 27, 2023
<u>/s/ Thad Beshears</u> Thad Beshears	Director	June 27, 2023
<u>/s/ Peter Healy</u> Peter Healy	Director	June 27, 2023
<u>/s/ Richard May</u> Richard May	Director	June 27, 2023
<u>/s/ Thomas Millner</u> Thomas Millner	Director	June 27, 2023
<u>/s/ Jane Morreau</u> Jane Morreau	Director	June 27, 2023
<u>/s/ Susan Thronson</u> Susan Thronson	Director	June 27, 2023



DLA Piper (Canada) LLP
 Suite 6000, 1 First Canadian Place
 PO Box 367, 100 King St W
 Toronto ON M5X 1E2
 www.dlapiper.com

June 27, 2023

Trulieve Cannabis Corp.
 6749 Ben Bostic Road
 Quincy, FL 32351

Dear Sirs/Mesdames:

Re: Trulieve Cannabis Corp.—Registration Statement on Form S-8

We have acted as Canadian counsel to Trulieve Cannabis Corp. (the “**Corporation**”), a British Columbia corporation, in connection with the preparation of a Registration Statement on Form S-8 (the “**Registration Statement**”) under the United States Securities Act of 1933, as amended (the “**Act**”). The Registration Statement is being filed for the purpose of registering an additional 10,000,000 subordinate voting shares (the “**Subordinate Voting Shares**”) of the Corporation reserved for issuance under the Amended and Restated Trulieve Cannabis Corp. 2021 Omnibus Incentive Plan (the “**Plan**”), the amendment and restatement of which was approved by shareholders on June 14, 2023, at the Corporation’s 2023 Annual Meeting of Shareholders. These additional Subordinate Voting Shares are additional securities of the same class as other securities for which an original registration statement (File No. 333-259175) on Form S-8 was filed with the U.S. Securities and Exchange Commission (the “**Commission**”) on August 31, 2021. All capitalized terms not defined herein shall have the meanings ascribed thereto in the Registration Statement.

We are not qualified to practice law in the United States of America. The opinion expressed herein relates only to the laws of British Columbia and the federal laws of Canada applicable therein, and we express no opinion as to any laws other than the laws of British Columbia and the federal laws of Canada applicable therein (and the interpretation thereof) as such laws exist and are construed as of the date hereof (the “**Effective Date**”). Our opinion does not take into account any proposed rules or legislative changes that may come into force following the Effective Date and we disclaim any obligation or undertaking to update our opinion or advise any person of any change in law or fact that may come to our attention after the Effective Date.

For the purposes of our opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of:

1. the Registration Statement;
2. the Notice of Articles and Articles of the Corporation;
3. Subordinate Voting Shares Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Corporation’s Registration Statement on Form S-1 (File No. 333-252052));
4. Description of Securities Registered Pursuant to Section 12 of the *Securities Exchange Act of 1934* (incorporated by reference to Exhibit 4.11 to the Corporation’s Annual Report on Form 10-K (File No. 000-56248));
5. The Plan (incorporated by references to Exhibit 10.1 to the Corporation’s Current Report on Form 8-K (File No. 000-56248)); and



6. such other documents, records and other instruments as we have deemed appropriate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates and documents relating to the Corporation as we have deemed necessary or relevant. As to various questions of fact material to this opinion which we have not independently established, we have examined and relied upon, without independent verification, certificates of public officials and officers of the Corporation.

Whenever our opinion refers to Subordinate Voting Shares of the Corporation whether issued or to be issued, as being “fully paid and non-assessable”, such opinion indicates that a holder of such Subordinate Voting Shares cannot be required to contribute any further amounts to the Corporation by virtue of its status as holder of such shares. No opinion is expressed as to the adequacy of any consideration received, whether in cash, past services performed for the Corporation or otherwise.

We have assumed with respect to all of the documents examined by us, the genuineness of all signatures (original or electronic) and seals, the legal capacity at all relevant times of any natural person signing any such documents, the incumbency of any person acting or purporting to act as a corporate or public official, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic originals of all documents submitted to us as certified or true copies or as a reproduction (including facsimiles and electronic copies), that the minute books of the Corporation provided to us contain all constating documents of the Corporation and are a complete record of the minutes, resolutions and other proceedings of the directors (and any committee thereof) and shareholders of the Corporation prior to the Effective Date, and the truthfulness and accuracy of all certificates of public officials and officers of the Corporation as to factual matters. We have further assumed that none of the Corporation’s Articles or Notice of Articles, nor the resolutions of the shareholders or directors of the Corporation upon which we have relied have been or will be varied, amended or revoked in any respect or have expired.

We have further assumed that all Subordinate Voting Shares of the Corporation that have been, or may be, issued upon exercise of the stock options of the Corporation have been issued using the form of certificate provided to us. Further, we have conducted such searches in public registries in British Columbia as we have deemed necessary or appropriate for the purposes of our opinion, but have made no independent investigation regarding such factual matters.

Based upon the foregoing, we are of the opinion that any Subordinate Voting Shares that may be issued in the future under the Plan, including the Subordinate Voting Shares issuable upon exercise of the stock options of the Corporation, when issued in accordance with the terms of the Plan, including, where applicable, payment of the exercise price therefor, will be validly issued as fully paid and non-assessable shares in the capital of the Corporation.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.



This opinion is limited to the matters stated herein, and no opinion or belief is implied or should be inferred beyond the matters expressly stated herein. For greater certainty, we express no opinion as to matters of tax or as to the contents of, or the disclosure in, the Registration Statement, or whether the Registration Statement provides full, true and plain disclosure of all material facts relating to the Corporation within the meaning of applicable securities laws.

Yours truly,

/s/ DLA Piper (Canada) LLP

DLA Piper (Canada) LLP

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Trulieve Cannabis Corp. on Form S-8 of our report dated March 8, 2023 with respect to our audits of the consolidated financial statements of Trulieve Cannabis Corp. as of December 31, 2022 and 2021 and for the years then ended and our report dated March 8, 2023 with respect to our audit of internal control over financial reporting of Trulieve Cannabis Corp. as of December 31, 2022, which reports are included in the Annual Report on Form 10-K of Trulieve Cannabis Corp. for the year ended December 31, 2022.

Our report on the consolidated financial statements refers to a change in method of accounting for deferred tax assets and liabilities in acquisition effective December 31, 2021.

Furthermore, our report on the effectiveness of internal control over financial reporting expressed an adverse opinion because of the existence of material weaknesses.

/s/ Marcum LLP

Marcum LLP
West Palm Beach, FL
June 27, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the registration statement on Form S-8, of our auditor's report dated March 22, 2021 with respect to our audit of the consolidated statements of operations and comprehensive income, changes in shareholders' equity, and cash flows of Trulieve Cannabis Corp. and its subsidiaries for the year ended December 31, 2020, which is included in the annual report on Form 10-K of Trulieve Cannabis Corp. for the year ended December 31, 2020, as filed with the United States Securities and Exchange Commission.

/s/ MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

June 27, 2023

Ottawa, Canada

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)**TRULIEVE CANNABIS CORP.**
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Subordinate Voting Shares, no par value	Rule 457(c) and Rule 457(h)	10,000,000(2)	\$4.00(3)	\$40,000,000]	\$0.0001102	\$4,408.00
Total Offering Amounts Total							\$4,408.00
Total Fee Offsets							—
Net Fee Due							\$4,408.00

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement (the “Registration Statement”) shall also cover any additional subordinate voting shares (the “Shares”) of Trulieve Cannabis Corp. (the “Registrant”) that becomes issuable under the Registrant’s Amended and Restated 2021 Omnibus Incentive Plan (the “Plan”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant’s outstanding Shares.
- (2) This Registration Statement covers an additional 10,000,000 Shares available for issuance pursuant to awards that may be issued in the future under the Plan as of June 14, 2023.
- (3) Estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$4.00, the average of the high and low prices of the Registrant’s Shares as quoted on the OTCQX Best Market on June 26, 2023.