

---

---

**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): December 1, 2023

---

**TRULIEVE CANNABIS CORP.**

(Exact Name of Registrant as specified in its charter)

---

British Columbia  
(State or Other Jurisdiction  
of Incorporation)

000-56248  
(Commission  
File Number)

84-2231905  
(IRS Employer  
Identification No.)

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

32351  
(Zip Code)

(850) 298-8866  
(Registrant's telephone number, including area code)

Not Applicable  
(Registrant's name or former address, if change 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:

- 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 pursuant to Section 13(a) of the Exchange Act.

---

---

**Item 8.01 Other Events.**

On December 1, 2023, Trulieve Cannabis Corp. (the “Company”) issued a press release announcing the completion of the redemption of all US\$130,000,000 (Cdn\$175,669,000) principal amount of its outstanding 9.75% senior secured notes due 2024 (CUSIP: 89788CAB0 / ISIN: CA89788CAB06) (the “Notes”). Cash used for the redemption was approximately US\$136 million (Cdn\$184 million), which included the aggregate principal amount of the Notes being redeemed, plus accrued and unpaid interest to, but excluding, the redemption date of December 1, 2023. The Notes will cease to trade on the Canadian Securities Exchange under the symbol “TRUL.DB.U” as of the close of trading on December 1, 2023 and will be delisted as of December 1, 2023. Additional information regarding the redemption of the Notes is available from Odyssey Trust Co.

A copy of the press release announcing the redemption is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Forward-Looking Statements**

This Current Report Form 8-K includes forward-looking information and statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to the Company’s expectations or forecasts other plans, intentions, expectations, estimates, and beliefs and include statements regarding the Company’s beliefs regarding the date the Notes will cease to trade and will be delisted from the Canadian Securities Exchange. Words such as “expects”, “continue”, “will”, “anticipates” and “intends” or similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on the Company’s current projections and expectations about future events and trends that management believes might affect its financial condition, results of operations, business strategy and financial needs, and on certain assumptions and analysis made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein, including, without limitation, the risks discussed under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022 and in our periodic reports subsequently filed with the United States Securities and Exchange Commission and in the Company’s filings on SEDAR at [www.sedar.com](http://www.sedar.com). There can be no assurance that any forward-looking information and statements herein will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof and, except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated December 1, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

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 hereunto duly authorized.

Trulieve Cannabis Corp.

By: /s/ Eric Powers

Name: Eric Powers

Title: Chief Legal Officer

Date: December 1, 2023



**Trulieve Announces Completion of Redemption of All  
US\$130 Million 9.75% Senior Secured Notes due 2024**

**Tallahassee, Fla. – December 1, 2023** – Trulieve Cannabis Corp. (CSE: TRUL) (OTCQX: TCNNE) (“Trulieve” or “the Company”), a leading and top-performing cannabis company in the U.S., today announced that it has completed the redemption of all US\$130,000,000 (Cdn\$175,669,000) principal amount of its outstanding 9.75% senior secured notes due 2024 (CUSIP: 89788CAB0 / ISIN: CA89788CAB06) (the “Notes”). Cash used for the redemption was approximately US\$136 million (Cdn\$184 million), which included the aggregate principal amount of the Notes being redeemed, plus accrued and unpaid interest to, but excluding, the redemption date of December 1, 2023. The Notes will cease to trade on the Canadian Securities Exchange under the symbol “TRUL.DB.U” as of the close of trading on December 1, 2023 and will be delisted as of December 1, 2023. Additional information regarding the redemption of the Notes is available from Odyssey Trust Co.

This press release is for information purposes only and is not an offer to purchase, a solicitation of an offer to sell the Notes or any other securities of the Company.

**Forward-Looking Statements**

This news release includes forward-looking information and statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to the Company’s expectations or forecasts other plans, intentions, expectations, estimates, and beliefs and include statements regarding the date the Notes will cease to trade and will be delisted from the Canadian Securities Exchange. Words such as “expects”, “continue”, “will”, “anticipates” and “intends” or similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on the Company’s current projections and expectations about future events and trends that management believes might affect its financial condition, results of operations, business strategy and financial needs, and on certain assumptions and analysis made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein, including, without limitation, the risks discussed under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2022 and in our periodic reports subsequently filed with the United States Securities and Exchange Commission and in the Company’s filings on SEDAR at [www.sedar.com](http://www.sedar.com). There can be no assurance that any forward-looking information and statements herein will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof and, except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise.

## **About Trulieve**

Trulieve is an industry leading, vertically integrated cannabis company and multi-state operator in the U.S., with leading market positions in Arizona, Florida, and Pennsylvania. Trulieve is poised for accelerated growth and expansion, building scale in retail and distribution in new and existing markets through its hub strategy. By providing innovative, high-quality products across its brand portfolio, Trulieve delivers optimal customer experiences and increases access to cannabis, helping patients and customers to live without limits. Trulieve is listed on the CSE under the symbol TRUL and trades on the OTCQX market under the symbol TCNNF. For more information, please visit [Trulieve.com](http://Trulieve.com).

Facebook: [@Trulieve](#)

Instagram: [@Trulieve](#)

Twitter: [@Trulieve](#)

## **Investor Contact**

Christine Hersey, Vice President of Investor Relations

+1 (424) 202-0210

[Christine.Hersey@Trulieve.com](mailto:Christine.Hersey@Trulieve.com)

## **Media Contact**

Phil Buck, Corporate Communications Manager

+1 (406) 370-6226

[Philip.Buck@Trulieve.com](mailto:Philip.Buck@Trulieve.com)