

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) August 1, 2021

---

**GREEN THUMB INDUSTRIES INC.**

(Exact name of registrant as specified in its charter)

---

**British Columbia**  
(State or Other Jurisdiction  
of Incorporation)

**000-56132**  
(Commission  
File Number)

**98-1437430**  
(IRS Employer  
Identification No.)

**325 West Huron Street, Suite 700**  
**Chicago, Illinois 60654**  
(Address of principal executive offices including zip code)

**(312) 563-5600**  
(Registrant's telephone number including area code)

---

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 (see General Instruction A.2. below):

- 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  
N/A

Trading Symbol

Name of exchange on which registered

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

---

---

**Item 3.02 Unregistered Sales of Equity Securities**

Green Thumb Industries Inc. (the “Company”) is making this disclosure because its sales of equity securities not registered with the United States Securities and Exchange Commission (the “SEC”) since its Current Report on Form 8-K as of July 1, 2021, filed with the SEC on July 2, 2021, in the aggregate, exceeds 1% of the number of shares of common stock outstanding as of July 1, 2021. The Company issued 2,387,807 of the Company’s subordinate voting shares to the sellers of equity interests of companies that are engaged in the cultivation, production and/or sale of cannabis and related products in the United States. These acquisitions are not material to the Company. All of these shares were issued in reliance upon the exemptions from registration afforded by Section 4(a)(2) and Rule 506 promulgated under the Securities Act of 1933, as amended.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 5, 2021

GREEN THUMB INDUSTRIES INC.

/s/ Benjamin Kovler

---

Benjamin Kovler  
Chief Executive Officer