
**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 4, 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 5.05 Amendments to the Registrant’s Code of Ethics, or Waiver of a Provision of the Code of Ethics

On August 4, 2021, the Board of Directors (the “Board”) of Green Thumb Industries Inc. (the “Company”) approved and adopted a new Code of Ethical Business Conduct (the “Revised Code”), to replace the Company’s existing Code of Business Conduct in its entirety. The Revised Code is applicable to all members of the Board, officers, agents and employees of the Company, including the Company’s chief executive officer, chief financial officer and chief accounting officer or controller and any other persons performing similar functions. The Revised Code was adopted to reflect what the Company considers to be current best practices, enhance and expand on guiding principles and policies, promote awareness of ethical issues that covered persons may encounter and set forth how to address ethical issues that may arise. The adoption of the Revised Code did not relate to or result in any waiver, explicit or implicit, of any provision of the prior code.

The above description of the Revised Code does not purport to be complete and is qualified in its entirety by reference to the full text of the Revised Code, a copy of which available on the Leadership & Governance page of the Company’s investor relations website (investors.gtigrows.com). The information on the Company’s website does not constitute part of this Current Report on Form 8-K for any purpose and is not incorporated by reference herein.

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 6, 2021

GREEN THUMB INDUSTRIES INC.

/s/ Benjamin Kovler

Benjamin Kovler
Chief Executive Officer