
**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) April 26, 2023

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 | Trading Symbol | Name of exchange on which registered |
|---------------------|-------------------|---|
| 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 provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective April 27, 2023, the Board of Directors (the “Board”) of Green Thumb Industries Inc. (the “Company”) increased its number of directors from six to seven and appointed Ethan Nadelmann as a director of the Company, to serve in such capacity until the Company’s 2023 Annual General Meeting of Shareholders and until his successor is elected and qualified, or until his earlier resignation, retirement or removal. Mr. Nadelmann will serve on the Compensation Committee of the Board. He will be compensated for his service in the same manner as the Company’s other non-employee directors.

There are no arrangements or understandings between Mr. Nadelmann and any other person pursuant to which he was selected as a director of the Company. There are no transactions in which Mr. Nadelmann has an interest requiring disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Mr. Nadelmann’s appointment as a director of the Company is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 [Press release dated April 27, 2023](#)

104 Cover Page Interactive Data File (embedded within the inline XBRL document)

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: April 27, 2023

GREEN THUMB INDUSTRIES INC.

/s/ Benjamin Kovler

Benjamin Kovler
Chief Executive Officer



Green Thumb Industries Announces Appointment of Ethan Nadelmann to Board of Directors

CHICAGO and VANCOUVER, British Columbia, April 27, 2023 – Green Thumb Industries Inc. (“Green Thumb”) (CSE: GTII) (OTCQX: GTBIF), a leading national cannabis consumer packaged goods company and owner of RISE Dispensaries, today announced that Ethan Nadelmann has been appointed to its board of directors. Nadelmann will join the board as an independent director and member of the compensation committee.

Nadelmann brings over 35 years of experience in cannabis policy reform and has a proven track record of transforming state, federal and foreign cannabis and other drug policies through assorted advocacy efforts. He is the founder of both the Drug Policy Alliance, where he served as executive director from 2000 to 2017, and prior to that, The Lindesmith Center, an Open Society Institute project that he directed from 1994 to 2000. Additionally, Nadelmann co-founded the International Harm Reduction Development Program of the Open Society Foundations (“OSF”) and served on its advisory board as well as that of the OSF’s Global Drug Policy Program.

“Ethan’s deep understanding of the cannabis industry and passion for our mission make him a perfect fit for our board,” said Green Thumb Founder, Chairman and Chief Executive Officer Ben Kovler. “His career-long impact of shifting public opinion about cannabis and advancing legalization efforts is inspiring, and we look forward to the contributions he will bring to our team.”

“Green Thumb is a clear leader in the cannabis space and strong believer in the benefits of the plant,” said Nadelmann. “I’m excited to apply my experience to advance Green Thumb’s mission and create positive change in the industry.”

Nadelmann served as a professor of politics and public affairs at Princeton University from 1987 to 1994. He is the author of two books on the internationalization of criminal law enforcement and has published writings in top academic journals, policy journals and political publications. Nadelmann earned a BA, JD, and PhD from Harvard University and a master’s degree in international relations from the London School of Economics.

About Green Thumb Industries

Green Thumb Industries Inc. (“Green Thumb”), a national cannabis consumer packaged goods company and retailer, promotes well-being through the power of cannabis while giving back to the communities in which it serves. Green Thumb manufactures and distributes a portfolio of branded cannabis products including &Shine, Beboe, Dogwalkers, Doctor Solomon’s, Good Green, incredibles and RYTHM. The company also owns and operates rapidly growing national retail cannabis stores called RISE. Headquartered in Chicago, Illinois, Green Thumb has 18 manufacturing facilities, 79 open retail locations and operations across 15 U.S. markets. Established in 2014, Green Thumb employs approximately 4,000 people and serves millions of patients and customers each year. The company was named to Crain’s Chicago Business Fast 50 list in 2021 and 2022 and a Best Workplace by MG Retailer magazine in 2018, 2019 and 2021. More information is available at www.gtigrows.com.

Cautionary Note Regarding Forward-Looking Information

This press release contains statements which may constitute “forward-looking information” within the meaning of applicable securities laws. Forward-looking information is often identified by the words “may,” “would,” “could,” “should,” “will,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “expect,” or similar expressions and include information regarding the filing of the Documents and the timing thereof. The forward-looking information in this news release is based upon the expectations of future events which management believes to be reasonable. Any forward-looking information speaks only as of the date on which it is made, and, except as required by law, Green Thumb does not undertake any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise. The forward-looking information in this news release is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied. When considering these forward-looking statements, readers should keep in mind the risk factors and other cautionary statements in Green Thumb’s public filings with the applicable securities regulatory authorities, including with the U.S. Securities and Exchange Commission on its website at www.sec.gov and with Canada’s System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com, as well as on Green Thumb’s website at <https://investors.gtigrows.com>, including in the “Risk Factors” section of the Company’s Annual Report on Form 10-K for the year ended December 31, 2022.

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