UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2023

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 000-56132

GREEN THUMB INDUSTRIES INC.
(Exact name of registrant as specified in its charter)

British Columbia (State or other jurisdiction of incorporation or organization)	**98-1437430** (I.R.S. employer identification no.)
325 West Huron Street, Suite 700 Chicago, Illinois (Address of principal executive offices)	**60654** (zip code)

Registrant's telephone number, including area code - (312) 471-6720

Securities registered pursuant to Section 12(g) of the Act:
Subordinate Voting Shares
Multiple Voting Shares
Super Voting Shares
(Title of each Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 day. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of May 1, 2023 there were 207,989,463 shares of the registrant's Subordinate Voting Shares, 3,853,100 shares of the registrant's Multiple Voting Shares (on an as converted basis) and 25,169,000 shares of the registrant's Super Voting Shares (on an as converted basis).

ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

This management discussion and analysis ("MD&A") of the financial condition and results of operations of Green Thumb Industries Inc. (the "Company" or "Green Thumb") is for the three months ended March 31, 2023 and 2022. It is supplemental to, and should be read in conjunction with, the Company's unaudited interim condensed consolidated financial statements as of March 31, 2023 and the consolidated financial statements for the year ended December 31, 2022 included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 filed with the U.S. Securities and Exchange Commission on March 1, 2023 (the "2022 Form 10-K") and the accompanying notes for each respective period. The Company's financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). Financial information presented in this MD&A is presented in United States dollars ("$" or "US$"), unless otherwise indicated.

This MD&A contains certain "forward-looking statements" and certain "forward-looking information" as defined under applicable United States securities laws. Please refer to the discussion of forward-looking statements and information set out under the heading "Disclosure Regarding Forward-Looking Statements," identified in the ''Risks and Uncertainties'' section of this MD&A and in Part II, Item 1A, "Risk Factors of the 2022 Form 10-K." As a result of many factors, the Company's actual results may differ materially from those anticipated in these forward-looking statements and information.

OVERVIEW OF THE COMPANY

Established in 2014 and headquartered in Chicago, Illinois, Green Thumb promotes well-being through the power of cannabis through branded consumer packaged goods and people-first retail experiences, while giving back to the communities in which it serves. As of March 31, 2023, Green Thumb has operations in 15 U.S. markets, employs approximately 4,000 people and serves millions of patients and customers annually.

Green Thumb's core business is manufacturing, distributing and marketing a portfolio of owned cannabis consumer packaged goods brands (which we refer to as our Consumer Packaged Goods business), including &Shine, Beboe, Dogwalkers, Doctor Solomon's, Good Green, incredibles and RYTHM. The Company distributes and markets these products primarily to third-party licensed retail cannabis stores across the United States as well as to Green Thumb-owned retail stores (which we refer to as our Retail business).

The Company's Consumer Packaged Goods portfolio is primarily generated from plant material that Green Thumb grows and processes itself, which we use to produce our consumer packaged goods in 18 manufacturing facilities. This portfolio consists of stock keeping units ("SKUs") across a range of cannabis product categories, including flower, pre-rolls, concentrates, vape, capsules, tinctures, edibles, topicals and other cannabis-related products (none of which product categories are individually material to the Company). These Consumer Packaged Goods products are sold in retail locations throughout the U.S. including at Green Thumb's own RISE and other stores.

Green Thumb owns and operates a national cannabis retail chain called RISE that provides relationship-centric retail experiences aimed to deliver a superior level of customer service through high-engagement consumer interaction, a consultative, transparent and education-forward selling approach and a consistently available assortment of cannabis products. In addition, Green Thumb owns stores under other names, primarily where naming is subject to licensing or similar restrictions or in certain instances where we co-own the store. The income from Green Thumb's Retail stores is primarily derived from the sale of cannabis-related products, which includes the sale of Green Thumb produced products as well as those produced by third parties, with an immaterial (under 10%) portion of this income resulting from the sale of other merchandise (such as t-shirts and accessories for cannabis use). The RISE stores currently are located in 13 of the states in which we operate. As of March 31, 2023, the Company had 77 open and operating retail locations. The Company's new store opening plans will remain fluid depending on market conditions, obtaining local licensing, construction and other permissions and subject to the Company's capital allocation plans.

Results of Operations – Consolidated

The following table sets forth the Company's selected consolidated financial results for the periods, and as of the dates, indicated. The (i) unaudited interim condensed consolidated statements of operations for the three months ended March 31, 2023 and 2022 and (ii) unaudited interim condensed consolidated balance sheet as of March 31, 2023 and December 31, 2022 have been derived from, and should be read in conjunction with, the unaudited interim condensed consolidated financial statements and accompanying notes presented in Item 1 of this quarterly report on Form 10-Q.

The Company's unaudited interim condensed consolidated financial statements have been prepared in accordance with U.S. GAAP and on a going-concern basis that contemplates continuity of operations and realization of assets and liquidation of liabilities in the ordinary course of business.

	Three Months Ended March 31,		QTD Change	
	2023	2022	$	%
	(in thousands, except share and per share amounts)			
Revenues, Net of Discounts	$ 248,536	$ 242,600	$ 5,936	2%
Cost of Goods Sold, Net	(123,815)	(119,660)	(4,155)	(3)%
Gross Profit	124,721	122,940	1,781	1%
Expenses:				
Selling, General, and Administrative	80,519	68,388	12,131	18%
Total Expenses	80,519	68,388	12,131	18%
Income From Operations	44,202	54,552	(10,350)	(19)%
Total Other Income (Expense)	(1,161)	6,265	(7,426)	(119)%
Income Before Provision for Income Taxes And Non-Controlling Interest	43,041	60,817	(17,776)	(29)%
Provision for Income Taxes	33,636	31,131	2,505	8%
Net Income Before Non-Controlling Interest	9,405	29,686	(20,281)	(68)%
Net Income Attributable to Non-Controlling Interest	266	747	(481)	(64)%
Net Income Attributable To Green Thumb Industries Inc.	$ 9,139	$ 28,939	$ (19,800)	(68)%
Net Income Per Share - Basic	$ 0.04	$ 0.12	$ (0.08)	(67)%
Net Income Per Share - Diluted	$ 0.04	$ 0.12	$ (0.08)	(67)%
Weighted Average Number of Shares Outstanding – Basic	237,398,253	235,838,947		
Weighted Average Number of Shares Outstanding – Diluted	237,686,092	238,225,420		

	March 31, 2023	December 31, 2022
	(in thousands)	
Total Assets	$ 2,493,167	$ 2,433,528
Long-Term Liabilities	$ 625,084	$ 621,525

Three Months Ended March 31, 2023 Compared to the Three Months Ended March 31, 2022

Revenues, net of Discounts

Revenue for the three months ended March 31, 2023 was $248,536 thousand, up 2% from $242,600 thousand for the three months ended March 31, 2022, driven primarily by the operations of the Retail segment. Key performance drivers for the period included: (i) legalization of adult-use sales in New Jersey, which began on April 21, 2022, (ii) legalization of adult-use sales in Rhode Island, which began on December 1, 2022, (iii) legalization of adult-use sales in Connecticut, which began on January 10, 2023, and (iv) increased store traffic to Green Thumb's open and operating retail stores, particularly in Virginia, Minnesota and Maryland.

The Company generated revenue from 77 Retail stores during the quarter compared to 76 in the same quarter of the prior year. Retail revenues made up 76% of total revenues during the three months ended March 31, 2023 as compared to 71% during the three months ended March 31, 2022. From March 31, 2022 until March 31, 2023, the Company opened one new Retail store in Minnesota.

Consumer Packaged Goods revenues made up 24% of total revenues during the three months ended March 31, 2023 as compared to 29% during the three months ended March 31, 2022.

Cost of Goods Sold, net

Cost of goods sold are derived from retail purchases made by the Company from its third-party licensed producers operating within our state markets and costs related to the internal cultivation and production of cannabis. Cost of goods sold for the three months ended March 31, 2023 was $123,815 thousand, up 3% from $119,660 thousand for the three months ended March 31, 2022, driven by increased demand stemming from the launch of adult-use sales in New Jersey, Rhode Island, and Connecticut as noted above, as well as increased sales volume at the Company's open and operating retail stores.

Gross Profit

Gross profit for the three months ended March 31, 2023 was $124,721 thousand, representing a gross margin on the sale of branded cannabis flower and processed and packaged products including concentrates, edibles, topicals and other cannabis products, of 50%. This is compared to gross profit for the three months ended March 31, 2022 of $122,940 thousand, or a 51% gross margin. The increase in gross profit (dollars) was directly attributable to the revenue increase as described above. The decline in gross margin (percent) was primarily driven by price compression.

Total Expenses

Total expenses for the three months ended March 31, 2023 were $80,519 thousand, or 32% of revenues, net of discounts, resulting in an increase of $12,131 thousand. Total expenses for the three months ended March 31, 2022 were $68,388 thousand or 28% of revenues, net of discounts. The increase in total expenses was attributable to favorable fair value adjustments associated with the Company's contingent consideration arrangements recorded during the three months ended March 31, 2022. No such fair value adjustments were recorded during the three months ended March 31, 2023.

Total Other Income (Expense)

Total other income (expense) for three months ended March 31, 2023 was $(1,161) thousand, a change of $(7,426) thousand, primarily due to a favorable fair value adjustment associated with the Company's acquisition of the remaining 50% ownership interest in ILDISP, LLC from the Company's former membership interest partner during the three months ended March 31, 2022, partially offset by unfavorable fair value adjustments on equity investments during the three months ended March 31, 2022.

Income Before Provision for Income Taxes and Non-Controlling Interest

Income before provision for income taxes and non-controlling interest for the three months ended March 31, 2023 was $43,041 thousand, a decrease of $17,776 thousand compared to the three months ended March 31, 2022.

As presented under the heading “Non-GAAP Measures” below, after adjusting for non-cash equity incentive compensation of $6,239 thousand and $4,651 thousand in the three months ended March 31, 2023 and 2022, respectively, and other nonoperating expenses (income), of $2,292 thousand and $(15,154) thousand in the three months ended March 31, 2023 and 2022, respectively, adjusted earnings before interest, depreciation, and amortization (“EBITDA”) was $76,234 thousand and $67,039 thousand, respectively.

Provision for Income Taxes

Income tax expense is recognized based on the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end. For the three months ended March 31, 2023, federal and state income tax expense totaled $33,636 thousand compared to expense of $31,131 thousand for the three months ended March 31, 2022.

Results of Operation by Segment

The following table summarizes revenues, net of discounts by segment for the three months ended March 31, 2023 and 2022:

	Three Months Ended March 31,		2023 vs. 2022	
	2023	**2022**	**$ Change**	**% Change**
	(in thousands)			
Retail	$ 188,878	$ 172,586	$ 16,292	9%
Consumer Packaged Goods	125,617	120,412	5,205	4%
Intersegment Eliminations	(65,959)	(50,398)	(15,561)	31%
Total Revenues, Net of Discounts	**$ 248,536**	**$ 242,600**	**$ 5,936**	**2%**

Three Months Ended March 31, 2023 Compared with the Three Months Ended March 31, 2022

Revenues, net of discounts, for the Retail segment were $188,878 thousand, an increase of $16,292 thousand or 9%, compared to the three months ended March 31, 2022. The increase in Retail revenues, net of discounts, was primarily driven by: (i) the legalization of adult-use sales in New Jersey, which began on April 21, 2022, (ii) legalization of adult-use sales in Rhode Island, which began on December 1, 2022, (iii) legalization of adult-use sales in Connecticut, which began on January 10, 2023, and (iv) increased store traffic to Green Thumb's open and operating retail stores, particularly in Virginia, Minnesota and Maryland.

Revenues, net of discounts, for the Consumer Packaged Goods Segment were $125,617 thousand, an increase of $5,205 thousand or 4%, compared to the three months ended March 31, 2022. The increase in Consumer Packaged Goods revenues, net of discounts, was primarily driven by the legalization of adult-use sales in New Jersey, which began on April 21, 2022.

Intersegment eliminations associated with the Consumer Packaged Goods Segment were $(65,959) thousand, an increase of $(15,561) thousand or 31% compared to the three months ended March 31, 2022. The increase in intersegment eliminations was driven by increased intercompany sales, primarily to Company-owned Retail stores in New Jersey, Illinois, and Pennsylvania. Consumer Packaged Goods revenues, net of intersegment eliminations, made up 24% of total revenues during the three months ended March 31, 2023 as compared to 29% during the three months ended March 31, 2022.

Due to the vertically integrated nature of the business, the Company reviews its revenue at the Retail and Consumer Packaged Goods level while reviewing its operating results on a consolidated basis.

Drivers of Results of Operations

Revenue

The Company derives its revenue from two revenue streams: a Consumer Packaged Goods business in which it manufactures, sells and distributes its portfolio of Consumer Packaged Goods brands including Beboe, Dogwalkers, Dr. Solomon's, Good Green, incredibles, and RYTHM, primarily to third-party customers; and a Retail business in which it sells finished goods sourced primarily from third-party cannabis manufacturers in addition to the Company's own Consumer Packaged Goods products direct to the end consumer in its Retail stores, as well as direct-to-consumer delivery where applicable by state law.

For the three months ended March 31, 2023, revenue was contributed from Consumer Packaged Goods and Retail sales across California, Colorado, Connecticut, Florida, Illinois, Maryland, Massachusetts, Minnesota, Nevada, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia.

Gross Profit

Gross profit is revenue less cost of goods sold. Cost of goods sold includes the costs directly attributable to product sales and includes amounts paid for finished goods, such as flower, edibles, and concentrates, as well as packaging and other supplies, fees for services and processing, and allocated overhead which includes allocations of rent, utilities and related costs. Cannabis costs are affected by various state regulations that limit the sourcing and procurement of cannabis product, which may create fluctuations in gross profit over comparative periods as the regulatory environment changes. Gross margin measures our gross profit as a percentage of revenue.

During the three months ended March 31, 2023, the Company continued to be focused on creating sustainable, profitable growth of the Company's business within its current markets while considering strategic acquisition and partnership opportunities.

Total Expenses

Total expenses other than the cost of goods sold consist of selling costs to support customer relationships and marketing and branding activities. It also includes a significant investment in the corporate infrastructure required to support the Company's ongoing business.

Retail selling costs generally correlate to revenue. As new locations begin operations, these locations generally experience higher selling costs as a percentage of revenue compared to more established locations, which experience a more constant rate of selling costs. As a percentage of sales, the Company expects selling costs to remain constant in the more established locations and increase in the newer locations as business continues to grow.

General and administrative expenses also include costs incurred at the Company's corporate offices, primarily related to back office personnel costs, including salaries, incentive compensation, benefits, stock-based compensation and other professional service costs, and fair value adjustments on the Company's contingent consideration arrangements. The Company expects to continue to invest considerably in this area to support the business by attracting and retaining top-tier talent. Furthermore, the Company anticipates an increase in stock-based compensation expenses related to recruiting and hiring talent, along with legal and professional fees associated with being a publicly traded company in Canada and registered with the U.S. Securities and Exchange Commission.

Provision for Income Taxes

The Company is subject to income taxes in the jurisdictions in which it operates and, consequently, income tax expense is a function of the allocation of taxable income by jurisdiction and the various activities that impact the timing of taxable events. As the Company operates in the federally illegal cannabis industry, it is subject to the limitations of the IRC Section 280E, under which taxpayers are only allowed to deduct expenses directly related to sales of product. This results in permanent differences between ordinary and necessary business expenses deemeda non-allowable under IRC Section 280E and a higher effective tax rate than most industries. Therefore, the effective tax rate can be highly variable and may not necessarily correlate to pre-tax income or loss.

Non-GAAP Measures

EBITDA, and Adjusted EBITDA are non-GAAP measures and do not have standardized definitions under GAAP. The following information provides reconciliations of the supplemental non-GAAP financial measures, presented herein to the most directly comparable financial measures calculated and presented in accordance with GAAP. The Company has provided the non-GAAP financial measures, which are not calculated or presented in accordance with GAAP, as supplemental information and in addition to the financial measures that are calculated and presented in accordance with GAAP. These supplemental non-GAAP financial measures are presented because management has evaluated the financial results both including and excluding the adjusted items and believe that the supplemental non-GAAP financial measures presented provide additional perspective and insights when analyzing the core operating performance of the business. These supplemental non-GAAP financial measures should not be considered superior to, as a substitute for or as an alternative to, and should be considered in conjunction with, the GAAP financial measures presented.

	Three Months Ended March 31,	
	2023	2022
	(in thousands)	
Net Income Before Non-Controlling Interest	$ 9,405	$ 29,686
Interest Income, net	(1,731)	(900)
Interest Expense, net	3,816	6,070
Provision For Income Taxes	33,636	31,131
Other Income, Net	(924)	(11,435)
Depreciation and amortization	23,501	22,990
Earnings before interest, taxes, depreciation and amortization (EBITDA) (non-GAAP measure)	**$ 67,703**	**$ 77,542**
Stock-based compensation, non-cash	6,239	4,651
Acquisition, transaction and other non-operating (income) costs	2,292	(15,154)
Adjusted EBITDA (non-GAAP measure)	**$ 76,234**	**$ 67,039**

Liquidity, Financing Activities During the Period, and Capital Resources

As of March 31, 2023, and December 31, 2022 the Company had total current liabilities of $186,937 thousand and $146,571 thousand, respectively, and cash and cash equivalents of $185,367 thousand and $177,682 thousand, respectively to meet its current obligations. The Company had working capital of $170,674 thousand as of March 31, 2023, a decrease of $(34,106) thousand as compared to December 31, 2022. This decrease in working capital was primarily driven by an increase in income taxes payable which will be paid during the second quarter.

The Company is an early-stage growth company, generating cash from revenues deploying its capital reserves to acquire and develop assets capable of producing additional revenues and earnings over both the immediate and long term. Capital reserves are primarily being utilized for capital expenditures, facility improvements, strategic investment opportunities, product development and marketing, as well as customer, supplier, and investor and industry relations.

The Company takes a cautious approach in allocating its capital to maximize its returns while ensuring appropriate liquidity. Given the current uncertainty of the future economic environment, the Company has taken additional measures in monitoring and deploying its capital to minimize the negative impact on its current operations and expansion plans.

Cash Flows

Cash Used in Operating Activities, Investing and Financing Activities

Net cash provided by (used in) operating, investing and financing activities for the three months ended March 31, 2023 and 2022, were as follows:

	Three Months Ended March 31,	
	2023	2022
	(in thousands)	
Net Cash Provided by Operating Activities	$ 74,711	$ 55,376
Net Cash Provided by Investing Activities	$ (66,890)	$ (100,401)
Net Cash Used in Financing Activities	$ (136)	$ (10,856)

Off-Balance Sheet Arrangements

As of March 31, 2023, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Changes in or Adoption of Accounting Practices

Refer to the discussion of recently adopted/issued accounting pronouncements under Part I, Item 1, Notes to Unaudited Interim Condensed Consolidated Financial Statements, Note 1—Overview and Basis of Presentation.

Critical Accounting Policies and Significant Judgments and Estimates

There were no material changes to our critical accounting policies and estimates from the information provided in “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in our 2022 Form 10-K.