
**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): November 18, 2022

GOODNESS GROWTH HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

British Columbia
(State or other jurisdiction of Incorporation)

000-56225
(Commission File Number)

82-3835655
(IRS Employer Identification No.)

207 South 9th Street
Minneapolis, Minnesota
(Address of principal executive offices)

55402
(Zip Code)

(612) 999-1606
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed 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 (*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(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 provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

On November 18, 2022, Goodness Growth Holdings, Inc. (the “Company”) held its annual meeting of shareholders. At the annual meeting, the shareholders: (i) fixed the size of the board of directors of the Company at seven members; (ii) elected all seven directors to serve until the annual meeting in 2023 or until their successors are elected or appointed; and (ii) appointed Davidson & Company LLP as the Company's independent registered public accounting firm for fiscal year 2022. The final voting results are below.

Fix the Number of Directors

	For	Against	Withhold
	77,340,842	11,480	-0-

Election of Directors

Director Name	For	Withhold
Kyle Kingsley	77,320,416	31,906
Chelsea Grayson	77,062,116	290,206
Ross Hussey	77,318,616	33,706
Victor Mancebo	77,311,716	40,606
Judd Nordquist	77,328,962	23,360
Joshua Rosen	77,074,366	277,956
Amber Shimpa	75,629,678	1,722,644

Appointment of Auditor

	For	Against	Withhold
	77,501,901	-0-	13,547

SIGNATURES

Pursuant to the requirements of Section 12 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.

GOODNESS GROWTH HOLDINGS, INC.

By: /s/ Kyle E. Kingsley
Kyle E. Kingsley
Chief Executive Officer

Dated: November 21, 2022
