
**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): **February 28, 2023**

MARIMED INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-54433
(Commission
File Number)

27-4672745
(IRS Employer
Identification No.)

10 Oceana Way
Norwood, MA 02062
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(617) 795-5140**

(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: None.

Title of each class	Ticker symbol(s)	Name of each exchange on which registered
Not Applicable.	Not Applicable.	Not Applicable.

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 5.03 Other Events.

On February 28, 2023, the Board of Directors of MariMed Inc. (the "Corporation"), in conjunction with the appointment of Edward Gildea as Chairman of the Board and Jon R. Levine as Chief Executive Officer of the Corporation, authorized, approved and adopted an amendment the Corporation's Bylaws (the "Bylaws"), to revise the powers and duties of the Corporation's Chairman of the Board, Chief Executive Officer and President as set forth in Sections 4 and 5 of Article IV of the Bylaws, as amended. A copy of the amendment is attached to this Current Report on Form 8-K as Exhibit 3.2(A).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.2(A) *	Amendment to the Corporation's Bylaws.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed herewith

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.

MARIMED INC.

Dated: March 6, 2023

By: /s/ Susan M. Villare

Susan M. Villare, Chief Financial Officer

**AMENDMENT TO THE BYLAWS OF MARIMED INC.
Adopted and Approved February 28, 2023
(this "Amendment")**

1. Article IV, Sections 4 and 5 of the MariMed Inc. Bylaws (the "Bylaws") is amended to read as follows:

Section 4. Chairman of the Board of Directors. The Chairman of the Board of Directors, if there be one, shall preside at all meetings of the stockholders and of the Board of Directors. During the absence or disability of the President, the Chairman of the Board of Directors shall exercise all the powers and discharge all the duties of the President. The Chairman of the Board of Directors shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

Section 5. President, Chief Executive Officer. The President shall also be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general supervision of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all bonds, mortgages, contracts and other instruments of the Corporation requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except that the other officers of the Corporation may sign and execute documents when so authorized by these By-Laws, the Board of Directors or the President. In the absence or disability of the Chairman of the Board of Directors, or if there be none, the President shall preside at all meetings of the stockholders and the Board of Directors. The President shall also perform such other duties and may exercise such other powers as from time to time may be assigned to him by these By-Laws or by the Board of Directors.

2. The foregoing amendment to the Bylaws has been approved and adopted by the Board of Directors in accordance with the Corporation's Bylaws and applicable law.

3. Except as otherwise set forth in this Amendment, the terms and provisions of the Bylaws shall remain in full force and effect as when originally adopted or as previously amended.

4. Capitalized terms used in this amendment shall have the meaning ascribed to such terms in the Bylaws.