
**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): October 11, 2023

IANTHUS CAPITAL HOLDINGS, INC.

(Name of registrant in its charter)

British Columbia, Canada
(State or jurisdiction of
incorporation or organization)

000-56228
(Commission
File Number)

98-1360810
(IRS Employer
Identification No.)

**214 King Street West, Suite 314
Toronto, ON M5H 3S6**
(Address of principal executive offices)

(416) 591-1525
(Registrant's telephone number, including area code)

N/A
(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 Instructions 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective October 11, 2023, Robert Galvin completed the transition out of his role as the Interim Chief Operating Officer of iAnthus Capital Holdings, Inc. (the “Company”).

Item 8.01 Other Events.

On October 12, 2023, the Company issued a press release announcing Mr. Galvin’s transition out of his role as the Company’s Interim Chief Operating Officer. A copy of the press release is attached hereto as Exhibit 99.1 and the information contained therein is incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated October 12, 2023
104	Inline XBRL for the cover page of this Current Report on Form8-K

SIGNATURES

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.

IANTHUS CAPITAL HOLDINGS, INC.

Date: October 13, 2023

By: /s/ Richard Proud

Richard Proud
Chief Executive Officer

iAnthus

iAnthus Provides Update on Executive Team

NEW YORK, NY and TORONTO, ON – October 12, 2023 – iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCQK: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, announces that Robert Galvin will transition out of his role as Interim Chief Operating Officer of the Company, effective immediately. Mr. Galvin joined the Company as Senior Vice President and Chief Administrative Officer in 2019 and served the Company in many roles, before being named Interim Chief Operating Officer on November 27, 2020, and has served in that role since that time.

“On behalf of the Company, I would like to thank Bob for his contributions and commitment to iAnthus over the last 4 years. Bob has been a consistent part of the Company since 2019 and played a key role in leading the Company both through and after its recent restructuring, and we wish him the best in all his future endeavors,” said Richard Proud, Chief Executive Officer of the Company. “iAnthus has a strong leadership team in place to continue executing on our growth strategy.”

Mr. Galvin will continue to be available to the Company as a strategic advisor and serve in a consulting role to help ensure a successful transition. “I am grateful to have had the opportunity to serve and lead iAnthus in my various roles. iAnthus has a tremendous team of people and is well-positioned to take the next steps in its development,” said Robert Galvin. “I look forward to Richie and the management team executing an exciting strategy to move the Company forward.”

About iAnthus

iAnthus owns and operates licensed cannabis cultivation, processing and dispensary facilities throughout the United States. For more information, visit www.iAnthus.com.

Forward Looking Statements

Statements in this news release contain forward-looking statements. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Company’s reports that it files from time to time with the SEC and the Canadian securities regulators which you should review including, but not limited to, the Company’s Annual Report on Form 10-K filed with the SEC. When used in this news release, words such as “will,” “could,” “plan,” “estimate,” “expect,” “intend,” “may,” “potential,” “believe,” “should” and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to the Company’s financial performance, business development, results of operations, and changes to the composition of the Company’s management.

These forward-looking statements should not be relied upon as predictions of future events, and the Company cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by the Company or any other person that it will achieve its objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this news release. The Company disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this news release or to reflect the occurrence of unanticipated events, except as required by law.

Neither the Canadian Securities Exchange nor the U.S. Securities and Exchange Commission has reviewed, approved or disapproved the content of this news release.

Contact Information

Corporate/Media/Investors:

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