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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): January 3, 2022

ASCEND WELLNESS HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

333-254800  
(Commission File Number)

83-0602006  
(I.R.S. Employer Identification No.)

1411 Broadway  
16th Floor  
New York, NY 10018

(Address of principal executive offices)

(646) 661-7600  
(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 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

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.

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**Item 8.01 Other Events.**

On January 3, 2022, Ascend Wellness Holdings, Inc. (the “Company”) sent the letter filed as Exhibit 99.1 to this Current Report on Form 8-K to MedMen NY, Inc., a subsidiary of MedMen Enterprises, Inc. and party to that certain Investment Agreement, dated February 25, 2021, by and among MedMen Enterprises USA, LLC, MedMen NY, Inc., AWH New York, LLC and the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Letter to MedMen NY, Inc.</a>

**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.

January 4, 2022

**Ascend Wellness Holdings, Inc.**  
/s/ Daniel Neville  
Daniel Neville  
Chief Financial Officer  
(Principal Financial Officer)

**Ascend Wellness Holdings, Inc.  
1411 Broadway, 16<sup>th</sup> Floor  
New York, NY 10018**

January 3, 2022

**VIA EMAIL**

MedMen NY, Inc.  
c/o MM Enterprises USA, LLC  
10115 Jefferson Blvd.  
Culver City, CA 90232  
Attention: Dan Edwards  
[\*\*\*]

with a copy to:

Raines Feldman LLP  
1800 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, CA 90067  
Attention: Jonathan Littrell  
[\*\*\*]

**Re: Alleged Termination of Investment Agreement**

Dear Dan:

Reference is made to that certain Investment Agreement dated February 25, 2021 (the “**Investment Agreement**”) by and among MedMen NY, Inc., a New York corporation (the “**Company**”), MM Enterprises USA, LLC, a Delaware limited liability company (“**Company Parent**”, and together with the Company, the “**Company Parties**”), AWH New York, LLC, a New York limited liability company (the “**Investor**”), and Ascend Wellness Holdings, Inc., a Delaware corporation (“**Investor Parent**”, and together with Investor, the “**Investor Parties**”). Capitalized terms used but not defined herein shall have the meanings given to them in the Investment Agreement.

We are in receipt of your letter dated January 2, 2022, purporting to terminate the Investment Agreement pursuant to Section 9.1(d) for failure to obtain all regulatory approvals. We disagree with your contention that the Parties did not receive final approval from the Cannabis Control Board of the State of New York (the “**CCB**”), and therefore the alleged termination of the Investment Agreement contained in your January 2 letter is invalid. The Investment Agreement remains in full force and effect, and we renew our call for you to promptly close the transaction.

On December 29, 2021, the Investor Parties and Company Parties received written notification in the form of an email from the Office of Cannabis Management (the “**OCM**”) of the CCB confirming that the approval by the CCB on December 16, 2021, constitutes the final approval for the purposes of closing the transaction and effecting the transfer of ownership of the Company.

On December 22, 2021, the Investor Parties waived all closing conditions not yet satisfied by the Company Parties under the Investment Agreement and requested to close, and on December 29, 2021, the Investor Parties reaffirmed the same. As a result, all conditions to closing have been satisfied or waived and the Initial Closing must take place within five (5) Business Days thereof. Your failure to file the Charter Amendment, issue the Initial Shares and close the transaction within such five (5) Business Day period and your purported termination constitute a breach of your obligations under the Investment Agreement.

Per the terms of the Investment Agreement, the Company Parties may not terminate the Investment Agreement as you purport to have done. Rather, all conditions set forth in Section 7.1 have been met or waived by the Outside Date and the Investment Agreement requires specific performance and immediate close.

We remain committed to honoring our commitments in the Investment Agreement and closing the transaction as soon as possible and are willing to waive your breaches in order to close the transaction as soon as possible. If you would like to discuss the Initial Closing process, please feel free to call me at [\*\*\*] or email me at [\*\*\*].

and Vice President, on behalf of the Inv