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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 5, 2026

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

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**Delaware**  
(State or other jurisdiction of incorporation or organization)

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**333-254800**  
(Commission File Number)

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

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**44 Whippany Road  
Suite 101  
Morristown, NJ 07960**

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(Address of principal executive offices)

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**(646) 661-7600**

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(Registrant's telephone number, including area code)

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**N/A**

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(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 February 5, 2026, Ascend Wellness Holdings, Inc. (the “Company”) was notified that an award was issued in favor of its counterparty, Green Thumb Industries, Inc. (“GTI”), to a confidential arbitration matter. The dispute revolved around a side letter (the “Agreement”) entered into by the Company and GTI in June 2018 as part of the Company’s capital raise at the time, which provided for, among other provisions, purchase obligations by the Company from GTI.

The arbitrator found that both the Company and GTI breached their obligations under the Agreement, awarding GTI approximately \$22 million of damages and the Company approximately \$2.3 million, resulting in a net award to GTI of approximately \$19.7 million.

The Company disagrees with the unanticipated decision and is currently evaluating its options. The Company does not currently expect it to cause any material disruption to its continued operations.

**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.

February 6, 2026

**Ascend Wellness Holdings, Inc.**

/s/ Roman Nemchenko  
Roman Nemchenko  
Chief Financial Officer  
(Principal Financial Officer)