

**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): March 30, 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.)

**420 Lexington Avenue, Suite 414
New York, NY 10170**
(Address of principal executive offices)

(646) 518-9418
(Registrant's telephone number)

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 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 4.01 Changes in Registrant’s Certifying Accountant.

The audit committee of the Board of Directors (the “Committee”) of iAnthus Capital Holdings, Inc. (the “Company”) conducted a competitive selection process to determine the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. As a result of this process, the Committee approved the appointment of PKF O’Connor Davies, LLP (“PKFOD”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. Marcum LLP (“Marcum”) was terminated effective as of March 30, 2023.

Marcum reported on the Company’s consolidated financial statements for the fiscal years ended December 31, 2022 and 2021.

During the Company’s two most recent fiscal years before the termination of Marcum as independent registered accountants, the reports on the Company’s consolidated financial statements by Marcum for both years did not contain any adverse opinion or disclaimer of opinion, nor was either report qualified or modified as to uncertainty, audit scope, or accounting principles, except for an explanatory paragraph as to the Company’s ability to continue as a going concern.

During the two most recent fiscal years ended December 31, 2022 and the subsequent interim periods through March 30, 2023, pursuant to Item 304(a)(1)(iv) of Regulation S-K, there was no disagreement between the Company and Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of Marcum, would have caused Marcum to make reference to the subject matter of the disagreement in connection with its report issued in connection with its audit of the Company’s financial statement for those years. Furthermore, except for the identification of the material weaknesses described in the Company’s Annual Form 10-K for the years ended December 31, 2022 and 2021 as filed with the U.S. Securities and Exchange Commission on March 30, 2023 and March 18, 2022, respectively, there were no reportable events (as described under Item 304(a)(1)(v)(A)-(D) of Regulation S-K) for the Company within the last two fiscal years nor subsequently up to the date of the termination of Marcum.

The Company has provided a copy of the foregoing disclosures to Marcum and requested Marcum to provide it with a letter indicating whether or not it agrees with such disclosures. A copy of the letter, dated April 3, 2023 is attached hereto as Exhibit 16.1.

During the two most recent fiscal years and the subsequent period through the appointment of PKFOD, the Company did not consult with PKFOD regarding any of the matters set forth in Item 304(a)(2)(i) or (ii) of Regulation S-K.

Item 8.01 Other Events.

On April 5, 2023, the Company issued a press release announcing the termination of Marcum and the appointment of PKFOD as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023. 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.

Exhibit No.	Description
16.1	Letter from Marcum LLP
99.1	Press release dated April 5, 2023
104	Inline XBRL for the cover page of this Current Report on Form 8-K

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

IANTHUS CAPITAL HOLDINGS, INC.

Date: April 5, 2023

By: /s/ Robert Galvin

Robert Galvin
Interim Chief Executive Officer

April 3, 2023

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by iAnthus Capital Holdings, Inc. under Item 4.01 of its Form 8-K dated March 30, 2023. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements of iAnthus Capital Holdings, Inc. contained therein.

Very truly yours,

/s/ Marcum LLP

Marcum LLP

iAnthus

iAnthus Announces Change of Auditor

NEW YORK and TORONTO, April 5, 2023 - iAnthus Capital Holdings, Inc. (“iAnthus” or the “Company”) (CSE: IAN, OTCQX: ITHUF), which owns, operates and partners with regulated cannabis operations across the United States, announced today that it has dismissed Marcum LLP (“Marcum”) as the Company’s independent auditor and appointed PKF O’Connor Davies, LLP (“PKFOD”) to serve as the Company’s independent auditor for the fiscal year ending December 31, 2023, effective as of March 30, 2023.

The change of the Company’s independent auditor was made after careful consideration and evaluation and was approved by the Company’s audit committee.

The reports on the Company’s financial statements by Marcum for the years ended December 31, 2022 and 2021 did not contain any adverse opinion or disclaimer of opinion, nor was either report qualified or modified as to uncertainty, audit scope, or accounting principles, except for an explanatory paragraph as to the Company’s ability to continue as a going concern. In addition, pursuant to Item 304(a)(1)(iv) of Regulation S-K, during the two most recent fiscal years ended December 31, 2022 and the subsequent interim periods through March 30, 2023, there was no disagreement between the Company and Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of Marcum, would have caused Marcum to make reference to the subject matter of the disagreement in connection with its report issued in connection its audit of the Company’s financial statement for those years. Furthermore, except for the identification of the material weaknesses described in the Company’s Annual Form 10-K for the years ended December 31, 2022 and 2021 as filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 30, 2023 (the “2022 Annual Report”) and March 18, 2022, respectively, there were no reportable events (as described under Item 304(a)(1)(v)(A)-(D) of Regulation S-K and in National Instrument 51-102 *Continuous Disclosure Obligations*) for the Company within the last two fiscal years nor subsequently up to the date of the termination of Marcum.

During the two most recent fiscal years and the subsequent period through the appointment of PKFOD, the Company did not consult with PKFOD regarding any of the matters set forth in Item 304(a)(2)(i) or (ii) of Regulation S-K.

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 the 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 2022 Annual Report 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 and results of operations.

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 have reviewed, approved or disapproved the content of this news release.

Corporate/Media/Investors:
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