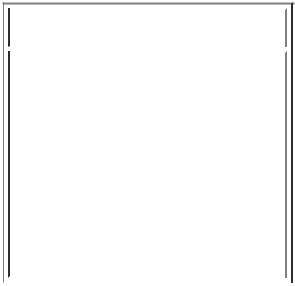
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it

is accurate and complete.

The reader should not assume that the information is accurate and complete.



|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION | | |  |  | OMB APPROVAL | |  |  |  |
|  |  |  |  |  |  |  |
|  |  | OMB | 3235- |  |  |  |
|  | Washington, D.C. 20549 | |  |  |  |  |  |
|  |  |  | Number: | 0076 |  |  |  |
|  | FORM D | |  |  |  |  |  |
|  |  |  | Estimated average | | |  |  |
|  |  |  |  |  |  |  |
|  | Notice of Exempt Offering of Securities | |  |  | burden |  |  |  |  |
|  |  |  | hours per |  |  |  |  |
|  |  |  |  |  | 4.00 |  |  |  |
|  |  |  |  |  | response: |  |  |  |
|  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |
| 1. Issuer's Identity |  |  |  |  |  |  |  |  |  |
| **CIK (Filer ID Number)** | **Previous** | None | **Entity Type** | | |  |  |  |  |
| **Names** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |



0001756390 Ascend Group Partners, LLC

**Name of Issuer**

Ascend Wellness Holdings, LLC

**Jurisdiction of**

**Incorporation/Organization**

DELAWARE

**Year of Incorporation/Organization**

Over Five Years Ago

X Within Last Five Years (Specify Year) 2018

Yet to Be Formed

2. Principal Place of Business and Contact Information

**Name of Issuer**

Ascend Wellness Holdings, LLC

**Street Address 1**

Corporation

Limited Partnership

* Limited Liability Company General Partnership Business Trust

Other (Specify)

**Street Address 2**

16 Brook Street

**City** **State/Province/Country** **ZIP/PostalCode** **Phone Number of Issuer**

Natick MASSACHUSETTS 01760 617-378-2556

3. Related Persons

**Last Name** **First Name** **Middle Name**

Kurtin Abner

**Street Address 1** **Street Address 2**

16 Brook Street

**City** **State/Province/Country** **ZIP/PostalCode**

Natick MASSACHUSETTS 01760

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Manager



**Last Name** **First Name** **Middle Name**

Perullo Frank

**Street Address 1** **Street Address 2**

16 Brook Street

**City** **State/Province/Country** **ZIP/PostalCode**

Natick MASSACHUSETTS 01760

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Manager



**Last Name** **First Name** **Middle Name**

Swid Scott

**Street Address 1** **Street Address 2**

16 Brook Street

**City** **State/Province/Country** **ZIP/PostalCode**

Natick MASSACHUSETTS 01760

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Manager



**Last Name** **First Name** **Middle Name**

Paxhia Emily

**Street Address 1** **Street Address 2**

16 Brook Street

**City** **State/Province/Country** **ZIP/PostalCode**

Natick MASSACHUSETTS 01760

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Manager



**Last Name** **First Name** **Middle Name**

Leavy Christopher

**Street Address 1** **Street Address 2**

16 Brook Street

**City** **State/Province/Country** **ZIP/PostalCode**

Natick MASSACHUSETTS 01760

**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):

Manager



4. Industry Group

Agriculture

Banking & Financial Services Commercial Banking Insurance

Investing

Investment Banking

Pooled Investment Fund

Is the issuer registered as

an investment company under the Investment Company Act of 1940?

Yes No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

|  |  |  |
| --- | --- | --- |
| Health Care | Retailing |  |
| Biotechnology | Restaurants |  |
|  |  |
| Health Insurance | Technology |  |
| Hospitals & Physicians | Computers |  |
| Pharmaceuticals | Telecommunications |  |
| Other Health Care | Other Technology |  |
| Manufacturing | Travel |  |
| Real Estate | Airlines & Airports |  |
| Commercial | Lodging & Conventions |  |
|  |  |
| Construction | Tourism & Travel Services |  |
|  |  |
| REITS & Finance | Other Travel |  |
|  |  |
| Residential | X Other |  |
|  |  |
| Other Real Estate |  |  |

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

|  |  |  |  |
| --- | --- | --- | --- |
| 5. Issuer Size |  |  |  |
| **Revenue Range** | **OR** | **Aggregate Net Asset Value Range** |  |
| No Revenues |  | No Aggregate Net Asset Value |  |
| $1 - $1,000,000 |  | $1 - $5,000,000 |  |
| $1,000,001 - $5,000,000 |  | $5,000,001 - $25,000,000 |  |
| $5,000,001 - |  | $25,000,001 - $50,000,000 |  |
| $25,000,000 |  |  |
|  |  |  |
| $25,000,001 - |  | $50,000,001 - $100,000,000 |  |
| $100,000,000 |  |  |
|  |  |  |
| Over $100,000,000 |  | Over $100,000,000 |  |
| X Decline to Disclose |  | Decline to Disclose |  |
| Not Applicable |  | Not Applicable |  |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Investment Company Act Section 3(c)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)

Rule 504 (b)(1)(ii)

Rule 504 (b)(1)(iii)

X Rule 506(b)

Rule 506(c)

Securities Act Section 4(a)(5)

7. Type of Filing

X New Notice Date of First Sale 2019-03-01 Amendment

Section 3(c)(1) Section 3(c)(9)

Section 3(c)(2) Section 3(c)(10)

Section 3(c)(3) Section 3(c)(11)

Section 3(c)(4) Section 3(c)(12)

Section 3(c)(5) Section 3(c)(13)

Section 3(c)(6) Section 3(c)(14)

Section 3(c)(7)

First Sale Yet to Occur

|  |  |  |
| --- | --- | --- |
| 8. | Duration of Offering |  |
| Does the Issuer intend this offering to last more than one year? | | Yes X No |
| 9. | Type(s) of Securities Offered (select all that apply) |  |
| X Equity | | Pooled Investment Fund Interests |
|  | Debt | Tenant-in-Common Securities |
|  | Option, Warrant or Other Right to Acquire Another Security | Mineral Property Securities |

|  |  |  |  |
| --- | --- | --- | --- |
| Security to be Acquired Upon Exercise of Option, Warrant or | Other (describe) |  |  |
| Other Right to Acquire Security |  |  |
|  |  |  |
| 10. Business Combination Transaction |  |  |  |
| Is this offering being made in connection with a business combination transaction, such as | | Yes X No |  |
| a merger, acquisition or exchange offer? |  |  |
|  |  |  |
| Clarification of Response (if Necessary): |  |  |  |
| 11. Minimum Investment |  |  |  |

Minimum investment accepted from any outside investor $0 USD

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 12. Sales Compensation |  |  |  |  |
| Recipient |  | Recipient CRD Number X None |  |  |
| (Associated) Broker or Dealer X None |  | (Associated) Broker or Dealer CRD Number X None |  |  |
| **Street Address 1** |  | **Street Address 2** |  |  |
| City |  | State/Province/Country | ZIP/Postal Code |  |
| State(s) of Solicitation (select all that apply) | All States | Foreign/non-US |  |  |
| Check “All States” or check individual States |  |  |
|  |  |  |  |
| 13. Offering and Sales Amounts |  |  |  |  |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Total Offering Amount | $38,000,000 | USD or | | Indefinite |
| Total Amount Sold | $27,983,178 | USD |  |  |
| Total Remaining to be Sold $10,016,822 | | USD | or | Indefinite |

Clarification of Response (if Necessary):

14. Investors

* Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

0



26

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions $0 USD Estimate

Finders' Fees $0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission



In submitting this notice, each issuer named above is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is

the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.



Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.



|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | **Issuer** |  | **Signature** |  | **Name of Signer** |  | **Title** |  | **Date** |  |
|  |  |  |  |  |  |  |  |  | |  |
|  | Ascend Wellness Holdings, LLC |  | /s/ Abner Kurtin |  | Abner Kurtin |  | Manager |  | 2019-03-11 |  |
|  |  |  |  |  |  |  |  |  |  |  |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

