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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):** April 27, 2023

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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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**1411 Broadway  
16th Floor  
New York, NY 10018**

(Address of principal executive offices)

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**(646) 661-7600**  
(Registrant's telephone number, including area code)

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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 3.02. Unregistered Sales of Equity Securities.**

On April 27, 2023, Ascend Wellness Holdings, Inc. (the “Company”) closed the acquisition of 100% of the membership interests of Devi Holdings, Inc. (“Devi”), pursuant to certain membership purchase agreements among Ascend Maryland, LLC, a subsidiary of the Company, Devi and certain sellers party thereto dated January 24, 2023. Total consideration consists of \$12 million of cash consideration, subject to customary adjustments, and 5,185,186 shares of the Company’s Class A common stock (the “Shares”) that were issued at closing.

The Company issued the Shares to Devi pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, because (i) there was a limited number of holders and (ii) the issuance was not made by general solicitation or advertising.

**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.

May 2, 2023

**Ascend Wellness Holdings, Inc.**

/s/ Daniel Neville

Daniel Neville, Interim Co-CEO  
(Interim Co-Principal Executive Officer) and  
Chief Financial Officer  
(Principal Financial Officer)