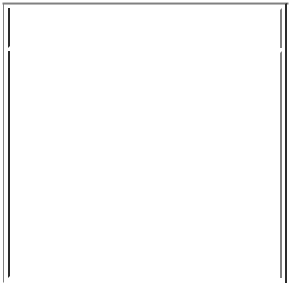
The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if

it is accurate and complete.

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



|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  | 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](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001756390) |  |  | Ascend Wellness Holdings, Inc | | | | X | Corporation | | |  |  |  |  |  |
|  | **Name of Issuer** | |  |  |  |  |  |
|  |  | Ascend Wellness Holdings, LLC | | | |  | Limited Partnership | | | |  |  |  |  |
| Ascend Wellness Holdings, Inc. | | | |  |  |  |  |  | Limited Liability Company | | | |  |  |  |  |
|  |  | **Jurisdiction of** | |  |  |  |  |  | General Partnership | | | |  |  |  |  |
|  | **Incorporation/Organization** | | |  |  |  |  |  | Business Trust | | |  |  |  |  |  |
| DELAWARE | | |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  | Other (Specify) | | | |  |  |  |  |
|  | **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, Inc. | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | **Street Address 1** |  |  |  |  | **Street Address 2** | | | |  |  |  |  |  |
| 1411 BROADWAY, 16TH FLOOR | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **City** | | **State/Province/Country** | | |  | **ZIP/PostalCode** | | **Phone Number of Issuer** | | | |  |  |  |  |
| NEW YORK | | | NEW YORK | |  | 10018 | | (646) 661-7600 | |  |  |  |  |  |  |  |
| 3. Related Persons | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | **Last Name** | |  | **First Name** | |  |  | **Middle Name** | | |  |  |  |  |  |
| Paxhia | | |  | Emily |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Street Address 1** | | |  | **Street Address 2** | | |  |  |  |  |  |  |  |  |  |
| 1411 Broadway, 16fh Floor | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | **City** | **State/Province/Country** | | | | **ZIP/PostalCode** | | | |  |  |  |  |  |
| New York | | |  | NEW YORK | |  |  | 10018 |  |  |  |  |  |  |  |  |
|  | **Relationship:** | | Executive Officer X Director | | Promoter |  |  |  |  |  |  |  |  |  |  |  |
| Clarification of Response (if Necessary): | | | | |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | |  |  | |  |  |  | | |  |  |  |  |  |
|  |  | **Last Name** | |  | **First Name** | |  |  | **Middle Name** | | |  |  |  |  |  |
| Perullo | | |  | Francis |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Street Address 1** | | |  | **Street Address 2** | | |  |  |  |  |  |  |  |  |  |
| 1411 Broadway, 16fh Floor | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  | **City** | **State/Province/Country** | | | | **ZIP/PostalCode** | | | |  |  |  |  |  |
| New York | | |  | NEW YORK | |  |  | 10018 |  |  |  |  |  |  |  |  |
|  | **Relationship:** X Executive Officer X Director | | | | Promoter | |  |  |  |  |  |  |  |  |  |  |



Clarification of Response (if Necessary):



|  |  |  |  |
| --- | --- | --- | --- |
| **Last Name** |  | **First Name** | **Middle Name** |
| Swid | Scott |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 1411 Broadway, 16fh Floor |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| New York | NEW YORK | | 10018 |
| **Relationship:** Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | |  |  |
|  |  |  |  |
| **Last Name** |  | **First Name** | **Middle Name** |
| Kurtin | Abner |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 1411 Broadway, 16th Floor |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| New York | NEW YORK | | 10018 |
| **Relationship:** X Executive Officer X Director | | Promoter |  |
| Clarification of Response (if Necessary): | |  |  |
|  |  |  |  |
| **Last Name** |  | **First Name** | **Middle Name** |
| Debiase | Robin |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 1411 Broadway, 16th Floor |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| New York | NEW YORK | | 10018 |
| **Relationship:** X Executive Officer | Director | Promoter |  |
| Clarification of Response (if Necessary): | |  |  |
|  |  |  |  |
| **Last Name** |  | **First Name** | **Middle Name** |
| Melillo | Chris |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 1411 Braodway, 16th Floor |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| New York | NEW YORK | | 10018 |
| **Relationship:** X Executive Officer | Director | Promoter |  |
| Clarification of Response (if Necessary): | |  |  |
|  |  |  |  |
| **Last Name** |  | **First Name** | **Middle Name** |
| Neville | Daniel |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 1411 Broadway, 16th Floor |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| New York | NEW YORK | | 10018 |
| **Relationship:** X Executive Officer | Director | Promoter |  |
| Clarification of Response (if Necessary): | |  |  |
|  |  |  |  |
| **Last Name** |  | **First Name** | **Middle Name** |
| Hinrichs | Joseph |  |  |
| **Street Address 1** |  | **Street Address 2** |  |
| 1411 Broadway, 16fh Floor |  |  |  |
| **City** | **State/Province/Country** | | **ZIP/PostalCode** |
| New York | NEW YORK | | 10018 |



**Relationship:** Executive Officer X Director Promoter

Clarification of Response (if Necessary):



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

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

5. Issuer Size

**Revenue Range** **OR**

No Revenues

$1 - $1,000,000

$1,000,001 - $5,000,000

$5,000,001 -

$25,000,000

$25,000,001 -

$100,000,000

Over $100,000,000

X Decline to Disclose

Not Applicable

|  |  |  |
| --- | --- | --- |
| 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 |  |  |

**Aggregate Net Asset Value Range**

No Aggregate Net Asset Value

$1 - $5,000,000

$5,000,001 - $25,000,000

$25,000,001 - $50,000,000

$50,000,001 - $100,000,000

Over $100,000,000

Decline to Disclose

Not Applicable

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

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)

Investment Company Act Section 3(c)

|  |  |
| --- | --- |
| 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) |  |

7. Type of Filing

X New Notice Date of First Sale 2022-04-19 First Sale Yet to Occur Amendment

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)

* Equity Debt

Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

10. Business Combination Transaction

Pooled Investment Fund Interests Tenant-in-Common Securities Mineral Property Securities

X Other (describe)

Class A Common Shares

|  |  |  |
| --- | --- | --- |
| Is this offering being made in connection with a business combination transaction, such | X Yes No |  |
| as a merger, acquisition or exchange offer? |  |
|  |  |
| Clarification of Response (if Necessary): |  |  |

Class A Common Shares of the Issuer were issued in connection with the Issuer's acquisition of Story of PA CR, LLC 11. Minimum Investment

Minimum investment accepted from any outside investor $0 USD

12. Sales Compensation

Recipient

(Associated) Broker or Dealer X None

**Street Address 1**

City

State(s) of Solicitation (select all that apply) Check “All States” or check individual States

All

States

Recipient CRD Number X None

(Associated) Broker or Dealer CRD Number

**Street Address 2**

State/Province/Country

Foreign/non-US

X None

ZIP/Postal

Code

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 13. Offering and Sales Amounts | |  |  |  |
| Total Offering Amount | $42,800,000 | USD or | | Indefinite |
| Total Amount Sold | $42,800,000 | USD |  |  |
| Total Remaining to be Sold | $0 | 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 |  |  |  |  |
|  | |  |  |
|  | 3 |  |  |
| accredited investors, enter the total number of investors who already have invested in the offering: |  |  |  |  |
|  |  |  |  |
|  |  |  |  |



15. Sales Commissions & Finder's Fees Expenses

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:

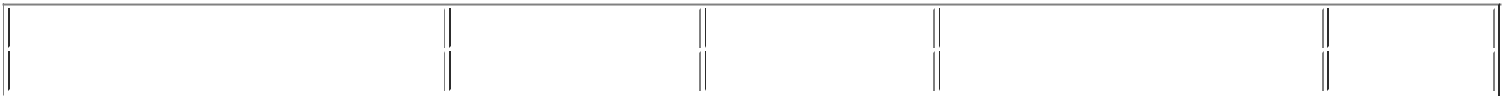
Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*

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, Inc. |  | /s/ Francis Perullo |  | Francis Perullo |  | President, Secretary & CSO |  | 2022-04-26 |  |
|  |  |  |  |  |  |  |  |  |  |  |

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.

