
**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): June 12, 2024

GREEN THUMB INDUSTRIES INC.

(Exact name of Registrant as Specified in Its Charter)

British Columbia
(State or Other Jurisdiction
of Incorporation)

000-56132
(Commission File Number)

98-1437430
(IRS Employer
Identification No.)

325 West Huron Street
Suite 700
Chicago, Illinois
(Address of Principal Executive Offices)

60654
(Zip Code)

Registrant's Telephone Number, Including Area Code: 312 471-6720

325 West Huron Street, Suit 700
Chicago, Illinois 60654
(Address of principal executive offices including zip code)

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:

- 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 5.07 Submission of Matters to a Vote of Security Holders.

At the 2024 Annual General Meeting of Shareholders of Green Thumb Industries Inc. (the “Company”) held on June 12, 2024, the Company’s shareholders:

1. Set the number of directors of the Company at seven;
2. Elected the seven director nominees named in the Company’s 2024 Proxy Statement (the “Proxy Statement”) to serve as directors until the Company’s 2025 annual general meeting of shareholders or the date on which they otherwise cease to hold office under the British Columbia Corporations Act or under the Company’s articles;
3. Approved, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement; and
4. Approved the appointment of Baker Tilly US, LLP as auditors for the Company and authorized the Board to fix the auditors’ remuneration and terms of engagement.

Proposal No. 1: Setting the number of directors of the Company at seven:

| FOR | AGAINST |
|-------------|----------------|
| 299,954,219 | 329,578 |

Proposal No. 2: Election of directors:

| | FOR | WITHHOLD | BROKER NON VOTES |
|--------------------|-------------|-----------------|-------------------------|
| Dawn Wilson Barnes | 252,999,079 | 4,657,428 | 42,627,290 |
| Anthony Georgiadis | 252,343,468 | 5,313,039 | 42,627,290 |
| Jeffrey Goldman | 250,558,594 | 7,097,913 | 42,627,290 |
| Benjamin Kovler | 250,532,116 | 7,124,391 | 42,627,290 |
| Ethan Nadelmann | 253,003,857 | 4,652,650 | 42,627,290 |
| Richard Reisin | 257,426,459 | 230,048 | 42,627,290 |
| Hannah Ross | 257,427,660 | 228,847 | 42,627,290 |

Proposal No. 3: The approval, on an advisory basis, of the compensation paid to the Company’s named executive officers, as disclosed in the Proxy Statement.

| FOR | AGAINST | ABSTAIN |
|-------------|----------------|----------------|
| 256,333,181 | 1,050,326 | 273,000 |

Proposal No. 4: The appointment of Baker Tilly US, LLP as auditors for the Company and authorization of the Board to fix the auditors’ remuneration and terms of engagement:

| FOR | WITHHOLD |
|-------------|-----------------|
| 299,755,645 | 528,152 |

SIGNATURES

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.

GREEN THUMB INDUSTRIES INC.

Date: June 12, 2024

By: /s/ Bret Kravitz

Bret Kravitz

General Counsel and Secretary
