

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kadens Peter A.</u>			2. Issuer Name and Ticker or Trading Symbol <u>Green Thumb Industries Inc. [GTII/GTBIF]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/26/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
990 GREEN BAY ROAD, UNIT 6			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WINNETKA IL 60093</u>								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Super Voting Shares	06/26/2020		J ⁽¹⁾		648	A	\$0	67,814	I	Kadens Family Holdings LLC
Super Voting Shares	06/26/2020		J ⁽¹⁾		648	D	\$0	0	I	GTI II LLC
Super Voting Shares	07/02/2020		J ⁽²⁾		9,000	D	\$0	58,814	I	Kadens Family Holdings LLC
Multiple Voting Shares	07/02/2020		J ⁽²⁾		9,000	A	\$0	9,000	I	Kadens Family Holdings LLC
Multiple Voting Shares	07/02/2020		J ⁽³⁾		9,000	D	\$0	0	I	Kadens Family Holdings LLC
Subordinate Voting Shares	07/02/2020		J ⁽³⁾		900,000	A	\$0	900,086	I	Kadens Family Holdings LLC
Subordinate Voting Shares	07/13/2020		S ⁽⁶⁾		100,000	D	\$11.86	800,086	I	Kadens Family Holdings LLC
Subordinate Voting Shares	07/15/2020		G		15,000	D	\$0	785,086	I	Kadens Family Holdings LLC
Subordinate Voting Shares	07/15/2020		G		15,000	A	\$0	15,000	I	The Kadens Family Foundation
Subordinate Voting Shares	07/21/2020		S ⁽⁶⁾		50,000	D	\$12.12	735,086	I	Kadens Family Holdings LLC
Subordinate Voting Shares	07/30/2020		S ⁽⁶⁾		85,000	D	\$13.4	650,086	I	Kadens Family Holdings LLC

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Subordinate Voting Shares	07/30/2020		S ⁽⁶⁾		15,000	D	\$13.4	0	I	The Kadens Family Foundation
Subordinate Voting Shares	08/24/2020		S ⁽⁴⁾		50,000	D	\$14.44	600,086	I	Kadens Family Holdings LLC
Subordinate Voting Shares	08/25/2020		S ⁽⁵⁾		11,200	D	\$14.81	588,886	I	Kadens Family Holdings LLC

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Reflects distribution to the holder's investors pursuant to the terms of the holder's operating agreement.
2. Reflects the conversion of Super Voting Shares into Multiple Voting Shares pursuant to the Amended and Restated Articles of Association of the Issuer.
3. Reflects the conversion of Multiple Voting Shares into Subordinate Voting Shares pursuant to the Amended and Restated Articles of Association of the Issuer.
4. Reflects the average price. High transacted price was \$14.52 and low price transacted was \$14.42. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
5. Reflects the average price. High transacted price was \$14.84 and low price transacted was \$14.80. The reporting person undertakes to provide to Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
6. Information regarding detail of these transactions are unavailable at the time of filing without unnecessary effort or expense.

/s/ Peter Kadens

09/01/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.