
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Green Thumb Industries Inc.

(Name of Issuer)

Subordinate Voting Shares, no par value

(Title of Class of Securities)

39342L108

(CUSIP Number)

12/31/2022

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)
-
-

SCHEDULE 13G

CUSIP No. 39342L108

Names of Reporting Persons

1

Eminence Capital, LP

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares 5 Sole Voting Power

Beneficially Owned by Each Reporting Person With: 0.00
 Shared Voting Power
 6
 14,649,653.00
 Sole Dispositive Power
 7
 0.00
 Shared Dispositive Power
 8
 14,649,653.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

10 14,649,653.00

11 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

12

Percent of class represented by amount in row (9)

6.2 %

Type of Reporting Person (See Instructions)

IA, PN

Comment for Type of Reporting Person: The information set forth on this cover page reflects information as of December 31, 2022. As of the following dates, such Reporting Person may have been deemed to beneficially own the referenced number of Subordinate Voting Shares, representing the referenced percentage of the outstanding Subordinate Voting Shares at such time: August 31, 2023 (21,171,421, representing 10.1%); December 31, 2023 (19,985,121, representing 9.5%); September 30, 2024 (19,658,730, representing 9.3%); December 31, 2024 (21,151,578, representing 9.98%).

SCHEDULE 13G

CUSIP No. 39342L108

1 Names of Reporting Persons

Ricky C. Sandler

Check the appropriate box if a member of a Group (see instructions)

2 (a)
 (b)

3 Sec Use Only

4 Citizenship or Place of Organization

UNITED STATES

Sole Voting Power

5 7,925.00

Number of Shares Beneficially Owned by Each Reporting Person With: Shared Voting Power

6 14,649,653.00

Sole Dispositive Power

7 7,925.00

8 Shared Dispositive Power

14,649,653.00

9 Aggregate Amount Beneficially Owned by Each Reporting Person

14,657,578.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

6.2 %

Type of Reporting Person (See Instructions)

12

HC, IN

Comment for Type of Reporting Person: The information set forth on this cover page reflects information as of December 31, 2022. As of the following dates, such Reporting Person may have been deemed to beneficially own the referenced number of Subordinate Voting Shares, representing the referenced percentage of the outstanding Subordinate Voting Shares at such time: August 31, 2023 (21,183,346, including sole voting and dispositive power with respect to 11,925 Subordinate Voting Shares directly owned by an account over which Mr. Sandler had investment discretion, representing 10.1%); December 31, 2023 (19,997,046, including sole voting and dispositive power with respect to 11,925 Subordinate Voting Shares directly owned by an account over which Mr. Sandler had investment discretion, representing 9.5%); September 30, 2024 (19,658,730, representing 9.3%); December 31, 2024 (21,151,578, representing 9.98%).

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

Green Thumb Industries Inc.

Address of issuer's principal executive offices:

(b)

325 West Huron Street, Suite 700, Chicago, Illinois 60654

Item 2.

Name of person filing:

This statement is filed by Eminence Capital, LP, a Delaware limited partnership ("Eminence Capital") and Ricky C. Sandler, a U.S. Citizen ("Mr. Sandler," and together with Eminence Capital, the "Reporting Persons"). Eminence Capital serves as the management company or investment adviser to, and may be deemed to have shared voting and dispositive power over the Subordinate Voting Shares, no par value (the "Subordinate Voting Shares") of Green Thumb Industries Inc., a British Columbia, Canada corporation (the "Company"), held by various investment funds (the "Eminence Funds") and a separately managed account (the "Eminence SMA," and together with the Eminence Funds, the "Eminence Funds and SMA") under its management and control. The general partner of Eminence Capital is Eminence Capital GP, LLC, the sole managing member of which is Mr. Sandler. Mr. Sandler is the Chief Executive Officer of Eminence Capital and may be deemed to have (or have had) (i) shared voting and dispositive power with respect to the Subordinate Voting Shares held by the Eminence Funds and SMA and (ii) sole voting and dispositive power with respect to the Subordinate Voting Shares directly owned by an account over which Mr. Sandler had investment discretion. The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13G of the Act, the beneficial owner of the securities reported herein.

(a)

Address or principal business office or, if none, residence:

(b)

The address of the principal business and principal office of Eminence Capital is 399 Park Avenue, 25th Floor, New York, NY 10022. The business address of Mr. Sandler is 399 Park Avenue, 25th Floor, New York, NY 10022.

Citizenship:

(c)

Eminence Capital is a limited partnership organized under the laws of the State of Delaware. Mr. Sandler is a United States citizen.

Title of class of securities:

(d)

Subordinate Voting Shares, no par value

CUSIP No.:

(e)

39342L108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

The information required by Item 4(a) is set forth in Row 9 of the cover page and the footnote on the cover page for each of the Reporting Persons and is incorporated herein by reference. The percentage set forth in this Schedule 13G (i) as of December 31, 2022 is calculated based upon an aggregate of 236,485,170 Subordinate Voting Shares outstanding as of November 30, 2022, as reported in the Company's Prospectus Supplement filed pursuant to Rule 424(b)(7) with the Securities and Exchange Commission on December 30, 2022, (ii) as of August 31, 2023 is calculated based upon an aggregate of 209,739,033 Subordinate Voting Shares outstanding as of August 1, 2023, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2023, filed with the Securities and Exchange Commission on August 9, 2023, (iii) as of December 31, 2023 is calculated based upon an aggregate of 210,095,615 Subordinate Voting Shares outstanding as of November 1, 2023, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2023, filed with the Securities and Exchange Commission on November 9, 2023, (iv) as of September 30, 2024 is calculated based upon an aggregate of 211,380,808 Subordinate Voting Shares outstanding as of August 1, 2024, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2024, filed with the Securities and Exchange Commission on August 6, 2024 and (v) as of December 31, 2024 is calculated based upon an aggregate of 212,043,394 Subordinate Voting Shares outstanding as of November 1, 2024, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2024, filed with the Securities and Exchange Commission on November 8, 2024.

Percent of class:

- (b) 6.2 %

- (c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

The information required by Item 4(c)(i) is set forth in Row 5 of the cover page and the footnote on the cover page for each of the Reporting Persons and is incorporated herein by reference.

(ii) Shared power to vote or to direct the vote:

The information required by Item 4(c)(ii) is set forth in Row 6 of the cover page and the footnote on the cover page for each of the Reporting Persons and is incorporated herein by reference.

(iii) Sole power to dispose or to direct the disposition of:

The information required by Item 4(c)(iii) is set forth in Row 7 of the cover page and the footnote on the cover page for each of the Reporting Persons and is incorporated herein by reference.

(iv) Shared power to dispose or to direct the disposition of:

The information required by Item 4(c)(iv) is set forth in Row 8 of the cover page and the footnote on the cover page for each of the Reporting Persons and is incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders

of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

No person other than the Reporting Persons and the Eminence Funds and SMA is, and with respect to the related account described in Item 2(a) were, known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Subordinate Voting Shares held by the Eminence Funds and SMA.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Eminence Capital, LP

Signature: /s/ Ricky C. Sandler

Name/Title: Ricky C. Sandler, Chief Executive Officer

Date: 02/14/2025

Ricky C. Sandler

Signature: /s/ Ricky C. Sandler

Name/Title: Ricky C. Sandler, Individually

Date: 02/14/2025

Exhibit Information

Exhibit 99.1: Joint Filing Agreement

EXHIBIT 99.1

**JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2025

/s/ Ricky C. Sandler

Ricky C. Sandler, individually, and as Chief Executive Officer of
Eminence Capital, LP