

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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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>Kovler Benjamin</u> (Last) (First) (Middle) 325 WEST HURON STREET SUITE 412 (Street) CHICAGO IL 60654 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/18/2020	3. Issuer Name and Ticker or Trading Symbol <u>Green Thumb Industries Inc. [GTII/GTBIF]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHAIRMAN & CEO	5. If Amendment, Date of Original Filed (Month/Day/Year) 02/18/2020 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Subordinate Voting Shares	145,004	D	
Subordinate Voting Shares	57,418	I	By RCP23 LLC
Subordinate Voting Shares	8	I	By GTI II LLC
Subordinate Voting Shares	71	I	By daughter
Subordinate Voting Shares	71	I	By daughter
Subordinate Voting Shares	46	I	By Outsiders Capital LLC
Multiple Voting Shares	43,534	I	By GTI II LLC
Multiple Voting Shares	96,885	I	By RCP23 LLC
Super Voting Shares	11,808	I	By GTI II LLC
Super Voting Shares	107,368	I	By RCP23 LLC
Super Voting Shares	91,665	D	
Super Voting Shares	59,474	I	By Outsiders Capital LLC
Super Voting Shares	170	I	By daughter
Super Voting Shares	170	I	By daughter
Subordinate Voting Shares	133,302	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options	08/28/2019 ⁽¹⁾	08/30/2028	Subordinate Voting Shares	50,000 ⁽¹⁾	14.64 ⁽²⁾	D	
Employee Stock Options	07/26/2020 ⁽³⁾	07/26/2024	Subordinate Voting Shares	300,000 ⁽³⁾	12.07 ⁽²⁾	D	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options	03/27/2021	03/27/2025	Subordinate Voting Shares	81,521	9.22	D	
Warrants ⁽⁴⁾	11/09/2019	11/09/2024	Subordinate Voting Shares	1,004	12.0384 ⁽²⁾	I	By KP Capital LLC
Warrants ⁽⁴⁾	05/22/2019	05/22/2024	Subordinate Voting Shares	5,018	19.3902 ⁽²⁾	I	By KP Capital LLC

Explanation of Responses:

- The stock option was granted on 8/30/2018 and vests in one third increments annually over a three-year period beginning on the first anniversary of the grant date.
- Exercise price is denominated and reported in Canadian dollars.
- The stock option was granted on 7/26/2019 and vests in one third increments annually over a three-year period beginning on the first anniversary of the grant date.
- This amendment to the Form 3 filed on February 18, 2020 is being filed to correct the inadvertent omission of warrants held indirectly by the reporting person due to an administrative error.

/s/ Kathryn A. Lloyd,
Attorney-in-Fact

05/22/2020

** 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 5 (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.

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