

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Kovler Benjamin</u> (Last) (First) (Middle) 325 WEST HURON STREET SUITE 700 (Street) CHICAGO IL 60654 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CHAIRMAN & CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/08/2024		s ⁽¹⁾		938	D	\$9.2616 ⁽¹⁾	0	I	KP Capital, LLC
Subordinate Voting Shares	11/08/2024		x		66	A	\$8.6538 ⁽¹⁾	66	I	KP Capital, LLC
Subordinate Voting Shares								894,117	D	
Subordinate Voting Shares								158,130	I	By Outsiders Capital LLC
Super Voting Shares								80,642	I	By Outsiders Capital LLC
Super Voting Shares								5,000	I	By BK 2021 Descendant Trust
Super Voting Shares								57,612	D	

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						Title
Warrants (Right to Buy)	\$8.6538 ⁽¹⁾	11/08/2024		X			1,004	11/09/2019	11/09/2024	Subordinate Voting Shares	1,004	\$0	0	I	By KP Capital LLC

Explanation of Responses:

1. On November 8, 2024, the reporting person exercised warrants to purchase 1,004 Subordinate Voting Shares of the Issuer for \$8.6538 per share (CANS12.0384). The reporting person paid the exercise price on a cashless basis, resulting in the Issuer withholding 938 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 66 shares.

/s/ Kathryn A. Lloyd, Attorney- 11/12/2024
in-Fact

** 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.