

**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): **December 31, 2021**

MARIMED INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-54433
(Commission
File Number)

27-4672745
(IRS Employer
Identification No.)

10 Oceana Way, Norwood, Massachusetts
(Address of principal executive offices)

02062
(Zip Code)

Registrant's telephone number, including area code: **(617) 795-5140**

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

- 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: None.

Title of each class
Not Applicable.

Ticker symbol(s)
Not Applicable.

Name of each exchange on which registered
Not Applicable.

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 1.01. Entry into a Material Definitive Agreement.

On December 31, 2021, MariMed Inc. (the "Registrant") entered into a Membership Interest Purchase Agreement by and between the Registrant, on the one hand, and Jennifer DiPietro ("DiPietro"), Susan Zimmerman and Sophia Leonard-Burns, as the sole members of Kind Therapeutics USA, LLC, a Maryland limited liability company ("Kind"), on the other hand, to acquire 100% of the equity ownership of Kind, the Registrant's cannabis-licensed client that holds licenses for the cultivation, production and dispensing of medical cannabis in Maryland. The aggregate purchase price to be paid by the Registrant for Kind shall be \$20,000,000, of which \$13,500,000 shall be payable in cash (subject to adjustment) and \$6,500,000 shall be payable by the issuance of four-year 6% promissory notes of the Registrant to the members of Kind. The notes shall be secured by a guaranty from the Registrant's subsidiary, Mari Holdings MD, LLC ("Mari Holdings MD"), with such guaranty secured by a first priority lien on the property located at 504 E. First Street, Hagerstown, MD. Upon execution, the Registrant deposited, in escrow, the sum of \$5,000,000 as a contract down-payment.

Simultaneously, on December 31, 2021, MariMed Advisors Inc., a wholly-owned subsidiary of the Registrant, entered into a Membership Interest Purchase Agreement with DiPietro, to acquire DiPietro's entire equity ownership interest in Mari Holdings MD LLC ("Mari-MD"), the owner of the Registrant's properties in Hagerstown, MD and Annapolis, MD that house production and retail cannabis operations, respectively, and DiPietro's entire equity ownership interest in Mia Development LLC ("Mia"), the owner of the Registrant's properties in Wilmington, DE that house production and retail cannabis operations. Giving effect to the purchase of these interests, the Registrant will own approximately 99.7% and 94.3%, respectively, of Mari-MD and Mia.

The closings under the foregoing agreements are subject to the fulfilment of closing conditions including but not limited to approval by the Maryland Medical Cannabis Commission ("MMCC"). There is no assurance that the approval of the MMCC will be obtained or that the further closing conditions will be met.

Simultaneous with the closing of the transactions contemplated by the foregoing agreements, the actions pending in the Circuit Court for Washington County, Maryland and the Suffolk Superior Court, Massachusetts among the parties to these agreements will be dismissed with prejudice.

On January 5, 2022, the Registrant issued a press release with respect to the foregoing, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
99.1	Press release, dated January 5, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

MARIMED INC.

Dated: January 5, 2022

By: /s/ Jon R. Levine

Jon R. Levine, Chief Financial Officer



**MariMed Announces Agreement to Acquire Kind Therapeutics USA, LLC,
A Maryland Licensed Vertically Integrated Cannabis Business**

NORWOOD, Mass., Jan. 5, 2022 — MariMed Inc. (OTCQX: MRMD) (“MariMed” or the “Company”), a leading multi-state cannabis operator focused on improving lives every day, today announced that it has entered into a definitive agreement to acquire Kind Therapeutics U.S.A., LLC (“Kind”), a leading vertically integrated cannabis business in Maryland. The transaction is subject to customary closing conditions, including regulatory approvals.

The transaction will result in the third state, incremental to Massachusetts and Illinois, in which MariMed will have acquired a licensed cannabis business it manages and assisted in developing. Once acquired, Kind’s financial results will be reported by the Company on a consolidated basis. The Kind acquisition will further represent MariMed’s successful implementation of its strategic growth plan to consolidate the multiple state cannabis businesses it organically developed and manages.

Kind, which holds cannabis licenses for cultivation and production, as well as a provisional license for a dispensary, currently leases from Mari Holdings MD, LLC, a MariMed subsidiary, a 180,000 square foot cultivation and processing facility in Hagerstown, which MariMed developed. Mari Holdings MD, LLC also owns and is developing a dispensary facility for Kind in Annapolis, which is expected to open in early 2022. Under MariMed’s management, Kind has been successfully manufacturing and distributing cannabis and cannabis products into Maryland’s robust wholesale cannabis industry, which has grown to 103 dispensaries. These products include MariMed’s award-winning products and brands including *Nature’s Heritage*[™] craft flower, *Betty’s Eddies*[®] fruit chews, and *k FUSION* chewable tablets. *Betty’s Eddies*[®] has been a top-selling edible brand in the state.

“I am pleased to announce our agreement to acquire Kind, which operates in one of the top medical cannabis programs and markets in the country,” said Bob Fireman, Chief Executive Officer of MariMed. “This acquisition will deliver another transformational year for MariMed in 2022, building on two consecutive years of more than 100% cannabis revenue and Adjusted EBITDA growth.”

The aggregate purchase price to be paid for Kind, in a combination of cash and promissory notes, will be \$20 million. In addition, the Company will acquire the minority interests of one of the current owners of Kind in two subsidiaries of the Company that own cannabis facilities in Maryland and Delaware for \$2 million in the aggregate. Further, upon the closing of these transactions, all Kind related litigation will be dismissed with prejudice.

Maryland’s legal medical cannabis program currently has more than 139,000 registered patients and, according to the Maryland Medical Cannabis Commission (“MMCC”), the state receives more than 200 applications for medical cannabis cards every day. Maryland’s medical cannabis program was on pace to generate more than \$500 million in sales in 2021. According to Cowen Research, with a population of 6.2 million, Maryland’s medical cannabis program boasts some of the highest rates of registered medical consumers, incidence usage and spending, on a per capita basis, among all legal medical cannabis programs in the U.S. The state legislature is reviewing proposals to implement an adult use cannabis program in the future.

About MariMed

MariMed Inc., a multi-state cannabis operator, is dedicated to improving lives every day through its high-quality products, its actions, and its values. The Company develops, owns, and manages seed to sale state-licensed cannabis facilities, which are models of excellence in horticultural principles, cannabis cultivation, cannabis-infused products, and dispensary operations. MariMed has an experienced management team that has produced consistent growth and success for the Company and its managed business units. Proprietary formulations created by the Company’s technicians are embedded in its top-selling and award-winning products and brands, including *Betty’s Eddies*[®], *Nature’s Heritage*[®], *Bubby’s Baked*[™], *k FUSION*, and *Kalm FUSION*[®]. For additional information, visit www.marimedinc.com.

Investor Relations Contact:

Steve West
Vice President, Investor Relations
Email: ir@marimedinc.com

Media Contact:

Trailblaze PR
Email: marimed@trailblaze.co

Company Contact:

Howard Schacter
Chief Communications Officer
Email: hschacter@marimedinc.com

###