

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person * <u>Villare Susan M.</u> (Last) (First) (Middle) <u>C/O MARIMED INC.</u> <u>10 OCEANA WAY</u> (Street) <u>NORWOOD MA 02062</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARIMED INC. [MRMD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/07/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Common stock								350,000	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					
Restricted Stock Units (RSU)	(1)	03/07/2023		A		60,000		(2)	(2)	Common Stock, par value \$.001 per share	\$0	60,000	D	
Option to buy common stock	\$0.64							(3)	05/02/2027	Common Stock, par value \$.001 per share		400,000	D	

Explanation of Responses:

- The RSUs were granted to the Reporting Person in accordance with Rule 16b-3(d) of the Securities Exchange Act of 1934, as amended. Each RSU represents a contingent right to receive one share of the Issuers common stock RSUs convert to common stock on a one-for-one basis.
- The RSUs vest over a three year period of which 20,000 RSUs will vest on March 7, 2024 and thereafter, 10,000 RSUs will vest every succeeding six (6) months through March 7, 2026, on each of September 7th and March 7th, in accordance with the terms of an award agreement between the Issuer and the Reporting Person.
- Granted to the Reporting Person on May 2, 2022 (the "Grant Date"), this option is exercisable to acquire 100,000 of the underlying shares on the six (6) month anniversary of the Grant Date (the "Initial Vesting Date") and for an additional 100,000 shares on the last day of every succeeding six (6) month period after the Initial Vesting Date until the option is fully vested.

Remarks:

/s/ Susan M. Villare 03/13/2023
 ** 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.