

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

☐ 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>Levine Jon R</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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/07/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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	05/07/2025		M		75,000	A	\$0 <sup>(1)</sup>	20,734,529	D	
Common stock	05/07/2025		F		25,988 <sup>(2)</sup>	D	\$0.101	20,708,541	D	
Common stock								6,684,640	I	By the Jon Levine Family Trust <sup>(3)</sup>

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	Amount or Number of Shares				
Restricted Stock Units (RSU)	<sup>(1)</sup>	05/07/2025		M			75,000	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock, par value \$.001 per share	75,000	\$0	225,000	D	
Restricted Stock Units (RSU)	<sup>(1)</sup>	05/09/2025		A		269,578		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock, par value \$.001 per share	269,578	\$0	269,578	D	

Explanation of Responses:

1. RSUs convert to shares of common stock on a one-for-one basis.
2. Reflects shares of common stock withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of the RSUs.
3. These shares are held in trust for the benefit of the reporting person's spouse and children. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
4. The RSUs were granted on November 7, 2023; the remaining unvested RSUs will vest in three equal installments on each of November 7, 2025, May 7, 2026 and November 7, 2026 in accordance with the terms of an agreement between the Issuer and the Reporting Person.
5. The RSUs will vest in three equal installments on June 15, 2025, September 15, 2025 and December 15, 2025 in accordance with an agreement between the Issuer and the Reporting Person.

Remarks:

/s/ Jon R. Levine 05/09/2025  
\*\* 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.