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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): February 27, 2023**

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**COLUMBIA CARE INC.**

(Exact Name of Registrant as specified in its charter)

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**British Columbia**  
(State or Other Jurisdiction  
of Incorporation)

**000-56294**  
(Commission  
File Number)

**98-1488978**  
(IRS Employer  
Identification No.)

**680 Fifth Ave., 24th Floor**  
**New York, New York**  
(Address of principal executive offices)

**10019**  
(Zip Code)

**(212) 634-7100**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Registrant's name or former address, if change since last report)

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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:

- 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.

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 pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01. Entry into a Material Definitive Agreement.**

As previously disclosed, on March 23, 2022, Columbia Care Inc. (“Columbia Care”) entered into an arrangement agreement (the “Arrangement Agreement”) with Cresco Labs Inc. (“Cresco Labs”), pursuant to which, Cresco Labs has agreed, subject to the terms and conditions thereof, to acquire all of the issued and outstanding common shares and proportionate voting shares of Columbia Care, pursuant to a statutory plan of arrangement under the *Business Corporations Act* (British Columbia) (the “Arrangement”).

On February 27, 2023, Columbia Care and Cresco Labs entered into an amendment to the Arrangement Agreement (the “Amending Agreement”), pursuant to which Columbia Care and Cresco Labs agreed to extend the outside date to complete the Arrangement from March 31, 2023 to June 30, 2023. The extension will allow the companies additional time to finalize divestiture agreements and obtain the regulatory approvals required to close.

The above description of the Amending Agreement is qualified in its entirety by reference to the Amending Agreement, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K and is hereby incorporated by reference into this Item 1.01.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
2.1	<a href="#">Amending Agreement, dated February 27, 2023, between Cresco Labs Inc. and Columbia Care Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COLUMBIA CARE INC.

By: /s/ Nicholas Vita  
Name: Nicholas Vita  
Title: Chief Executive Officer

Date: February 28, 2023

**AMENDING AGREEMENT**

**THIS AMENDING AGREEMENT** (the “**Agreement**”) is made as of the 27th day of February, 2023,

**B E T W E E N:**

**CRESCO LABS INC.**, a company existing under the laws of the Province of British Columbia (the “**Purchaser**”)

- and -

**COLUMBIA CARE INC.**, a company existing under the laws of the Province of British Columbia (the “**Company**”, and together with the Purchaser, collectively, the “**Parties**”).

**WHEREAS** the Parties entered into an arrangement agreement (the “**Arrangement Agreement**”) dated as of the 23<sup>rd</sup> day of March, 2022, pursuant to which the Purchaser agreed to acquire, subject to the terms and conditions of the Arrangement Agreement, all of the issued and outstanding shares of the Company pursuant to a plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) (the “**Arrangement**”);

**AND WHEREAS** the Parties wish to amend the Arrangement Agreement as set forth herein;

**NOW THEREFORE**, in consideration of the covenants and agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged by each of the Parties, the Parties hereby agree as follows:

**Article 1 Amendments**

1.1 The Arrangement Agreement is hereby amended by deleting the definition of “Outside Date” in Section 1.1 and replacing it with:

““**Outside Date**” means June 30, 2023 or such later date as may be agreed to in writing by the Parties.”

**Article 2 General**

- 2.1 Except as expressly modified by this Amending Agreement, all other terms, covenants, agreements, conditions and provisions of the Arrangement Agreement shall remain in full force and effect.
- 2.2 On and after the date of this Amending Agreement, any reference to “this Agreement”, “the Agreement” or “the Arrangement Agreement”, and any reference to the Arrangement Agreement in any other agreements will mean the Arrangement Agreement as amended by this Amending Agreement.
- 2.3 This Amending Agreement will be governed by and interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.
- 2.4 Each of the Parties agrees to take all actions necessary or desirable to give effect to this Amending Agreement.

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2.5 Time is of the essence in this Amending Agreement.

2.6 This Amending Agreement may be executed in any number of counterparts (including counterparts by electronic transmission) and all such counterparts taken together shall be deemed to constitute one and the same instrument. The Parties shall be entitled to rely upon delivery of an executed electronic copy of this Agreement, and such executed electronic copy shall be legally effective to create a valid and binding agreement between the Parties.

***[Remainder of page intentionally left blank. Signature page follows.]***

IN WITNESS WHEREOF the Parties have executed this Amending Agreement as of the date first written above.

**CRESCO LABS INC.**

Per:

(signed) "Charles Bachtell"

Name: Charles Bachtell

Title: Chief Executive Officer

**COLUMBIA CARE INC.**

Per:

(signed) "Nicholas Vita"

Name: Nicholas Vita

Title: Chief Executive Officer