

---

---

**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): February 5, 2026**

---

**THE CANNABIST COMPANY HOLDINGS INC.**

**(Exact Name of Registrant as specified in its charter)**

---

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

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

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

**321 Billerica Road**  
**Chelmsford, Massachusetts**  
**(Address of principal executive offices)**

**01824 (Zip Code)**

**(978) 910-1486**  
**(Registrant's telephone number, including area code)**

---

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.

---

---

---

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

On February 5, 2026, The Cannabist Company Holdings Inc. (the “Company”), Green Leaf Medical of Virginia, LLC, a subsidiary of the Company (“Green Leaf Virginia”), and Green Leaf Medical, LLC, another subsidiary of the Company and the sole member of Green Leaf Virginia (the “Member”), entered into an Amendment to the Equity Purchase Agreement (the “Amendment”), which amends that certain Equity Purchase Agreement, dated as of December 18, 2025 (the “Equity Purchase Agreement” and the transaction contemplated under the Equity Purchase Agreement and the Amendment, the “Transaction”), with Parma Holdco LLC (“Buyer”) and, solely for the limited purposes set forth therein, Millstreet Credit Fund LP.

The Amendment provides that, among other things, the Company or one of its affiliates (the “Employer”) will continue to employ certain employees of Green Leaf Virginia (the “Leased Employees”) through the earlier of (x) April 30, 2026 and (y) such date elected by Buyer upon written notice to the Company (the “Transition End Date”) pursuant to an employee leasing agreement, dated as of the closing of the Transaction (the “Closing”) by and between the Company and Green Leaf Virginia. Pursuant to the Amendment, prior to the Transition End Date, Buyer or one of its affiliates will make offers of employment, effective as of the day following the Transition End Date, to each Leased Employee who remains employed by the Employer as of the Transition End Date.

Except as otherwise provided in the Amendment, all other provisions of the Equity Purchase Agreement continue unmodified, in full force and effect and constitute legal and binding obligations of the parties in accordance with their terms.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which will be filed as an exhibit to the Company’s next periodic report.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

The information set forth in Item 1.01 above is hereby incorporated by reference in its entirety into this Item 2.01.

On February 5, 2026, the Company completed the previously announced sale of all of the issued and outstanding equity interests of Green Legal Virginia, held by the Member, to Buyer for a total consideration of \$130 million, consisting of \$117.5 million payable in cash at Closing and the remaining \$12.5 million to be escrowed at Closing and to be released in two parts: (i) up to \$1 million, upon the finalization of the post-closing purchase price adjustment and (ii) the remaining amount not otherwise used to satisfy indemnification obligations, following the nine-month anniversary of the Closing. The purchase price is subject to post-closing adjustment based on the final determination of cash, debt, net working capital, unpaid transaction expenses and certain transaction payments as of Closing.

**Item 7.01 – Regulation FD Disclosure*****Press Release***

On February 5, 2026, the Company issued a press release announcing the entry into the Amendment and the Closing. The press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

---

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**  
**Exhibit**

<u>No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release, dated February 5, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

# Certain exhibits and schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish a copy of any omitted schedule or exhibit to the SEC upon its request.

---

**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.

THE CANNABIST COMPANY HOLDINGS INC.

By: /s/ David Sirolly

Name: David Sirolly

Title: Chief Legal Officer & General Counsel

Date: February 5, 2026

---



### The Cannabist Company Announces Closing of Transaction for the Sale of Virginia Assets to an Affiliate of Millstreet

**Chelmsford, MA, February 5, 2026** - The Cannabist Company Holdings Inc. (Cboe CA: CBST) (OTCQB: CBSTF) (“The Cannabist Company” or the “Company”), one of the most experienced cultivators, manufacturers and retailers of cannabis products in the U.S., today announced the closing of the transaction, previously announced on December 18, 2025, to sell all of the ownership interests of its subsidiary engaged in the business of cultivating, producing, manufacturing, distributing and selling cannabis in the Commonwealth of Virginia to an entity affiliated with Millstreet Credit Fund LP (the “Transaction”). The Virginia assets consist primarily of 5 active retail locations, 1 additional retail location in development, and approximately 82,000 square feet of cultivation and production capacity in the Richmond region.

The total consideration for the Transaction was \$130 million, consisting of \$117.5 million payable in cash at closing of the Transaction (the “Closing”) and the remaining \$12.5 million (the “Offset Escrow Amount”) to be escrowed at Closing and to be released in two parts: (i) up to \$1 million, upon the finalization of the post-closing purchase price adjustment and (ii) the remaining amount not otherwise used to satisfy indemnification obligations, following the nine-month anniversary of the Closing. The purchase price is subject to post-closing adjustment based on the final determination of cash, debt, net working capital, unpaid transaction expenses and certain transaction payments as of Closing.

In anticipation of the closing of the Transaction, on January 29, 2026, the Company issued a qualified partial redemption notice to the holders of its 9.25% Senior Secured Notes due 2028 and its 9.00% Senior Secured Convertible Notes due 2028 (together, the “Notes”), to redeem the Notes in part, at a redemption price of 100% of the principal amount of Notes being redeemed, plus accrued but unpaid interest to, but excluding the redemption date (the “Redemptions”). The Notes were issued pursuant to an Amended and Restated Trust Indenture dated May 29, 2025, between the Company and Odyssey Trust Company, as trustee, as supplemented by the First Supplemental Indenture dated May 29, 2025. It is expected that the Company will redeem on February 13, 2026, (i) \$84,488,000 aggregate principal amount of the 9.25% Senior Secured Notes and (ii) \$6,469,000 aggregate principal amount of the 9.00% Senior Secured Convertible Notes, in each case plus accrued and unpaid interest.

Moelis & Company LLC acted as financial advisor to the Company. Stikeman Elliott LLP acted as Canadian counsel. Weil, Gotshal & Manges LLP and Foley Hoag LLP acted as United States counsel.

#### About The Cannabist Company (f/k/a Columbia Care)

The Cannabist Company, formerly known as Columbia Care, is one of the most experienced cultivators, manufacturers and providers of cannabis products and related services, with licenses in 11 U.S. jurisdictions. The Company operates 69 facilities including 54 dispensaries and 15 cultivation and manufacturing facilities, including those under development. Columbia Care, now The Cannabist Company, is one of the original multi-state providers of cannabis in the U.S. and now delivers industry-leading products and services to both the medical and adult-use markets. In 2021, the Company launched Cannabist, its retail brand, creating a national dispensary network that leverages proprietary technology platforms. The company offers products spanning flower, edibles, oils and tablets, and manufactures popular brands including dreamt, Seed & Strain, Triple Seven, Hedy, gLeaf, Classix, Press, and Amber. For more information, please visit [www.cannabistcompany.com](http://www.cannabistcompany.com).



## Investor & Media Contact

Lee Ann Evans  
SVP, Capital Markets & Communications  
[investor@cannabistcompany.com](mailto:investor@cannabistcompany.com)

## Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995 and corresponding Canadian securities laws. Such forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding use of proceeds, future events, plans, strategies, or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. Generally, such forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “future”, “scheduled”, “estimates”, “forecasts”, “projects,” “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases, or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. Forward-looking statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking statements herein, including, without limitation, closing of the Transaction as well as the risk factors described in the Company’s annual report on Form 10-K for the year ended December 31, 2024, its quarterly report on Form 10-Q for the quarter ended September 30, 2025, and any subsequent quarterly reports on Form 10-Q, in each case, filed with the U.S. Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov) and in Canada on SEDAR+, available at [www.sedarplus.ca](http://www.sedarplus.ca). The forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information or forward-looking statements that are contained or referenced herein, except as may be required in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice regarding forward-looking information and statements.

---