

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Amendment No. 1  
to  
FORM 40-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2020

Commission File Number 333-253466

**AYR WELLNESS INC.**

(Exact name of Registrant as specified in its charter)

**British Columbia, Canada**

(Province or other jurisdiction of incorporation or organization)

**2833**

(Primary Standard Industrial Classification Code Number (if applicable))

**98-1500584**

(I.R.S. Employer Identification Number (if applicable))

**199 Bay Street, Suite 5300  
Toronto, Ontario, M5L 1B9  
(949) 574-3860**

(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System  
1015 15th Street N.W., Suite 1000  
Washington, DC 20005  
(202) 572-3133**

(Name, address (including zip code) and telephone number (including area code)  
of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act: None

Securities registered or to be registered pursuant to Section 12(g) of the Act: Subordinate Voting Shares, no par value.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: Not applicable.

For annual reports, indicate by check mark the information filed with this Form:

Annual information form  Audited annual financial statements

Number of outstanding shares of each of the issuer's classes of  
capital or common stock as of December 31, 2020:

**28,873,641 Subordinate Voting Shares, no par value**

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act. Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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<sup>†</sup> provided pursuant to Section 13(a) of the Exchange Act.

<sup>†</sup> The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

**EXPLANATORY NOTE**

Ayr Wellness Inc. (the "Registrant") is filing this Amendment No. 1 to Form 40-F (the "Form 40-F/A") for the year ended December 31, 2020 to furnish Exhibit 101 to the

Form 40-F, which provides certain items from our Form 40-F formatted in eXtensible Business Reporting Language ("**XBRL**"). In accordance with the policy of the Securities and Exchange Commission (the "**Commission**") stated in Release No. 33-9002, we are filing this Form 40-F/A within the 30-day period available to first-time XBRL filers following the filing of our Form 40-F, as filed with the Commission on March 25, 2021.

No other changes have been made to the Form 40-F other than the furnishing of the exhibit described above. This Form 40-F/A does not reflect subsequent events occurring after the original date of the Form 40-F, or modify or update in any way disclosures made in the Form 40-F.

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## SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

DATED this 13th day of April, 2021.

### AYR WELLNESS INC.

By: /s/ Jonathan Sandelman  
Name: Jonathan Sandelman  
Title: Chief Executive Officer

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## EXHIBIT INDEX

The following documents are being filed with the SEC as Exhibits to this Form 40-F:

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1*</a>	<a href="#">Annual Information Form dated March 17, 2021 for the fiscal year ended December 31, 2020</a>
<a href="#">99.2*</a>	<a href="#">Audited Consolidated Financial Statements for the years ended December 31, 2020 and 2019</a>
<a href="#">99.3*</a>	<a href="#">Management's Discussion and Analysis dated March 9, 2021 for the three months and years ended December 31, 2020 and 2019</a>
<a href="#">99.4*</a>	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended</a>
<a href="#">99.5*</a>	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the U.S. Securities Exchange Act of 1934, as amended</a>
<a href="#">99.6*</a>	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">99.7*</a>	<a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
<a href="#">99.8*</a>	<a href="#">Consent of MNP LLP</a>
101.INS	XBRL Instance
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

\* Previously filed.

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