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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October, 2021.

Commission File Number: 333-253466

Ayr Wellness Inc.

(Exact Name of Registrant as Specified in Charter)

199 Bay Street, Suite 5300, Toronto, Ontario, M5L 1B9, Canada

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

SIGNATURE

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

AYR WELLNESS INC.
(Registrant)

Date: October 20, 2021

By: /s/ Brad Asher
Name: Brad Asher
Title: Chief Financial Officer

EXHIBIT INDEX

99.1 [News Release dated October 19, 2021](#)
99.2 [News Release dated October 20, 2021](#)



Ayr Wellness Inc. Announces Receipt of Noteholder Consent for Amendment to Trust Indenture

MIAMI, FL – October 19, 2021 – Ayr Wellness Inc. (CSE: AYR.A, OTC: AYRWF) (“**Ayr**” or the “**Company**”), a leading vertically integrated cannabis multi-state operator, today announced that it has received the requisite consent of holders (“**Noteholders**”) of its 12.5% senior secured notes due 2024 (the “**Notes**”) for the proposed amendment to the trust indenture governing the Notes.

As announced on October 1, 2021, a meeting of Noteholders was scheduled for October 26, 2021. However, as Noteholders representing a majority of the principal amount of the outstanding Notes delivered valid consents in favor of the proposed amendment by 4:00 p.m. (Toronto time) on October 18, 2021 (the “**Consent Deadline**”), the resolution approving the proposed amendments has been passed and the meeting has been cancelled.

The amendment is described in the joint notice of meeting and consent solicitation statement and accompanying management information circular (the “**Circular**”), which was filed on SEDAR on October 1, 2021. As described in the Circular, Noteholders who responded to the Consent Solicitation and provided consent will receive a consent fee of US\$0.25 for each \$1,000 principal amount of Notes. The amendment to the trust indenture will be filed on SEDAR following its execution.

About Ayr Wellness

Ayr is an expanding vertically integrated, U.S. multi-state cannabis operator, focused on delivering the highest quality cannabis products and customer experience throughout its footprint. Based on the belief that everything starts with the quality of the plant, the Company is focused on superior cultivation to grow superior branded cannabis products. Ayr strives to enrich consumers’ experience every day through the wellness and wonder of cannabis.

Ayr’s leadership team brings proven expertise in growing successful businesses through disciplined operational and financial management, and is committed to driving positive impact for customers, employees and the communities they touch. For more information, please visit www.ayrwellness.com.

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Ayr Wellness Provides Final Results of Warrant Acceleration and Incentive

MIAMI, October 20, 2021—Ayr Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) (“Ayr” or the “Company”), a vertically-integrated cannabis multi-state operator (MSO), today announced the final results of its accelerated warrant acceleration expiry and incentive program.

The Company’s trustee, Odyssey Trust, has made final determinations in connection with the warrant exercises prior to the accelerated expiry deadline of September 30, 2021. A total of 5.85 million (91%) of the publicly-held warrants exercised were exercised for cash and received the benefit of the incentive. As a result, Ayr will add approximately US\$49.7 million in cash to its balance sheet. The remaining 9% of publicly-held warrants exercised were settled for shares on a net basis, resulting in the issuance of approximately 357,000 additional shares.

After the completion of the warrant exercise, the Company has approximately 56.2 million subordinate, restricted and limited voting shares outstanding as of September 30, 2021. On a diluted basis, including the remaining 2.9 million sponsor warrants and shares expected to be issued in connection with previously announced M&A transactions, but excluding employee incentive compensation, the Company has approximately 70.3 million subordinate, restricted and limited voting shares outstanding as of September 30, 2021. An updated capitalization table can be found in the Company’s latest [investor presentation](#).

Forward-Looking Statements

Certain information contained in this news release may be forward-looking statements within the meaning of applicable securities laws. Forward-looking statements are often, but not always, identified by the use of words such as “target”, “expect”, “anticipate”, “believe”, “foresee”, “could”, “would”, “estimate”, “goal”, “outlook”, “intend”, “plan”, “seek”, “will”, “may”, “tracking”, “pacing” and “should” and similar expressions or words suggesting future outcomes. This news release includes forward-looking information and statements pertaining to, among other things, Ayr’s future growth plans. Numerous risks and uncertainties could cause the actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements, including, but not limited to: anticipated strategic, operational and competitive benefits may not be realized; events or series of events, including in connection with COVID-19, may cause business interruptions; required regulatory approvals may not be obtained; acquisitions may not be able to be completed on satisfactory terms or at all or may not be successful; and Ayr may not be able to raise additional debt or equity capital. Among other things, Ayr has assumed that its businesses will operate as anticipated, that it will be able to complete acquisitions on reasonable terms, and that all required regulatory approvals will be obtained on satisfactory terms and within expected time frames.

Estimates and assumptions involve known and unknown risks and uncertainties that may cause actual results to differ materially. While Ayr believes there is a reasonable basis for these assumptions, such estimates may not be met. These estimates represent forward-looking information. Actual results may vary and differ materially from the estimates.

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