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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 November, 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.

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**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: November 22, 2021

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

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**EXHIBIT INDEX**

[99.1](#) [News Release dated November 22, 2021](#)  
[99.2](#) [News Release dated November 22, 2021](#)

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## Ayr Wellness Enters Agreement to Acquire Dispensary 33 in Chicago

### *Will Add Two Chicago Dispensaries to Growing Illinois Footprint*

**MIAMI, November 22, 2021**– Ayr Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) (“Ayr” or the “Company”), a vertically-integrated cannabis multi-state operator (MSO), has entered into an agreement to acquire Gentle Ventures, LLC d/b/a Dispensary 33 (“Dispensary 33”), and certain of its affiliates that collectively own and operate two licensed retail dispensaries in Chicago, Illinois.

“In any market where we operate, our goal is to develop scale and meaningful presence,” said Jonathan Sandelman, Founder, Chairman and CEO of Ayr. “Today’s announcement builds on our existing foundation in Illinois, which we began building just a few months ago with the proposed acquisition of two stores in Quincy, Illinois. Since then, we have sought opportunities to deepen our presence, beginning with our social equity partner, Land of Lincoln, which was selected for a dispensary license in Bloomington, and today’s proposed acquisition of Dispensary 33 in Chicago, which, when completed, will give us a presence in two of Chicago’s most desirable neighborhoods. We will continue to seek opportunities to expand in Illinois.”

Dispensary 33 operates two locations in Chicago, one on the lively N Clark Street in the Andersonville neighborhood, and the other on W Randolph Street in West Loop, a former industrial meatpacking district that has become one of Chicago’s most popular neighborhoods for restaurants, nightlife and hospitality.

Ayr intends to acquire the equity interests in Dispensary 33 (the “Equity Interests”) pursuant to a definitive purchase and sale agreement (the “Purchase Agreement”) proposed to be entered into between Ayr, its affiliate, and Dispensary 33 and the holders of 100% of the equity interests’ holders of Dispensary 33 (collectively, the “Sellers”). Purchase consideration is expected to consist of \$55 million upfront, including \$12 million of cash, \$3 million of sellers notes and \$40 million of stock. An earn-out is payable if certain Adjusted EBITDA performance is achieved through Q3 2022.

The acquisition is subject to customary closing conditions and regulatory approvals, as well as the execution of the Purchase Agreement.

### **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; 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. There can be no assurance that the acquisition of Dispensary 33 will be completed or, if it does, that it will be successful.

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.

### **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](http://www.ayrwellness.com).

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**Ayr Wellness Unveils New Corporate Brand Identity,  
Introduces New Retail and CPG Brand Portfolio**

*Updates brand architecture to reflect the next step in the evolution of the Company*

**MIAMI, Nov. 22, 2021** – Ayr Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) (“Ayr” or the “Company”), a vertically-integrated cannabis multi-state operator (MSO), today unveiled a new corporate identity to better reflect the Company’s vision to be a force for good that inspires lasting positive change, while investing in its mission to become the largest, most trusted U.S. producer of high-quality cannabis at scale. Ayr’s purpose to cultivate wellness and create wonder is rooted in its goal to enrich the lives of its customers, communities and colleagues by establishing a standard and culture of excellence across its organization.

As part of its strategic vision, the Company also announced a national retail concept and curated CPG brand portfolio designed to meet customer needs across every cannabis product category: flower, concentrates, edibles, beverages, and vapes.

“Today, we celebrate an important milestone in the evolution of Ayr Wellness,” said Jonathan Sandelman, Founder, Chairman and CEO of Ayr Wellness. “We have unveiled our updated corporate brand that fully reflects our ambitions to become the leading U.S. cannabis CPG company, one that cultivates a more equitable industry, curates products with a deep respect for the plant and embraces customers wherever they are in their cannabis journey. As a consumer-centric organization, our well-calibrated product portfolio reflects the needs and desires of today’s diverse cannabis consumer while upholding the values and principles of the Ayr corporate brand.”

The Company also announced plans to begin converting its 65 dispensaries nationwide to the “AYR” brand in early 2022, with the first being its flagship location in Boston. A more detailed look at the Ayr retail brand can be found in the Company’s latest [investor presentation](#).

The Company’s updated CPG portfolio will be led by four national power brands, representing the highest of quality across leading market categories for current and future consumers, and six core brands to offer variety in form, dose and experience. These core brands are designed to address a large audience in those same power categories, but in a much broader fashion.

	Power Brand	Core Brand
Flower	Kynd	Road Tripper
	STiX Preroll Co.	
Concentrates	Origyn Extracts	Haze
		Entourage
Vapes	Origyn Extracts	Secret Orchard
Beverages	Levia <sup>1</sup>	CannaPunch
Edibles		Secret Orchard
		Wicked Sour

<sup>1</sup> Pending the closing of the announced acquisition of Cultivauna, LLC, the owner of Levia.

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