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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 May 2024.

Commission File Number: 333-253466

**Ayr Wellness Inc.**

(Exact Name of Registrant as Specified in Charter)

**2601 South Bayshore Drive, Suite 900, Miami, FL, 33133**

(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

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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: May 28, 2024

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

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**EXHIBIT INDEX**

[99.1](#) [News Release dated May 24, 2024](#)

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### **AYR Wellness Announces Expiry of \$9.07 Share Purchase Warrants and Conversion of Multiple Voting Shares**

**MIAMI, FL, May 24, 2024** – AYR Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) (“**AYR**” or the “**Company**”), a leading vertically integrated U.S. multi-state cannabis operator, announced today that the 2,874,058 warrants exercisable to purchase the same number subordinate, limited and restricted voting shares of AYR (“**Equity Shares**”) at a price of US\$9.07 have expired in accordance with the applicable provisions of the warrant agency agreement dated December 21, 2017 between the Company and Odyssey Trust Company, as warrant agent, as amended.

In addition, AYR announced today that pursuant to the Company’s amended and restated articles, the multiple voting shares of the Company (“**Multiple Voting Shares**”) were automatically converted into Equity Shares on a one-for-one basis effective as of May 24, 2024, being the date that was 60 months from the date of first issuance of a Multiple Voting Share.

#### **About AYR Wellness Inc.**

AYR is a vertically integrated, U.S. multi-state cannabis business. The Company operates simultaneously as a retailer with 90+ licensed dispensaries and a house of cannabis CPG brands.

AYR is committed to delivering high-quality cannabis products to its patients and customers while acting as a Force for Good for its team members and the communities that the Company serves. For more information, please visit [www.ayrwellness.com](http://www.ayrwellness.com).

#### **Company/Media Contact:**

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