
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 June 2025.

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 ☒

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: June 20, 2025

By: /s/ Donna Granato
Name: Donna Granato
Title: Interim Chief Financial Officer

EXHIBIT INDEX

[99.1](#) [News Release dated June 6, 2025](#)
[99.2](#) [News Release dated June 20, 2025](#)



AYR Announces Entry into Limited Waiver Agreement with Senior Noteholders

MIAMI, June 6, 2025 - AYR Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF) (“AYR” or the “Company”), a leading vertically integrated U.S. multi-state cannabis operator, announces that it has entered into a Limited Waiver Agreement (the “Agreement”) with the holders of a majority of its senior secured notes (the “Majority Holders”).

The Agreement provides a temporary waiver of certain events of default under the Company’s senior note documents, including those arising from the Company’s previously announced delay in filing its interim financial statements for the quarter ended March 31, 2025, and certain payment defaults under other outstanding debt obligations (including certain of the Company’s unsecured and/or subordinated debt obligations) should the Company determine not to make such payments when due. The waiver is effective through June 19, 2025, unless terminated earlier upon the occurrence of certain specified events, including a termination event of default should the Company make any payments otherwise due under its unsecured and/or subordinated debt obligations.

The Company is actively engaged in ongoing negotiations with its senior lenders and continues to assess strategic alternatives to address its capital structure and upcoming payment obligations. The entry into the Agreement provides the Company with additional time and flexibility to continue these discussions and pursue its strategic objectives.

The Agreement temporarily restricts the Majority Holders from exercising their default-related rights and remedies with respect to the specified defaults during the waiver period, subject to the terms and conditions set forth in the Agreement. The Agreement does not constitute a permanent waiver of any defaults or a waiver of any other rights or remedies under the senior note documents.

AYR remains committed to operating its business in the ordinary course and to delivering high-quality cannabis products to its patients and customers. The Company will continue to provide updates regarding the status of the Agreement and any material developments as they arise.

Forward-Looking Statements

Certain statements contained in this news release may contain forward-looking information or may be forward-looking statements (collectively, “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 statements pertaining to, among other things, the entry into the Agreement, the Company’s ongoing negotiations with its senior lenders, the outcome of the strategic review process and the Company’s ability to continue to operate in the ordinary course. Numerous risks and uncertainties could cause actual events and results to differ materially from the estimates, beliefs and assumptions expressed or implied in the forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that may cause actual results to differ materially from those anticipated. AYR has no intention, and undertakes no obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

About AYR Wellness Inc.

AYR Wellness 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.

Company/Media Contact:

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AYR Wellness Extends Limited Waiver Agreement with Senior Noteholders

MIAMI, June 20, 2025 –**AYR Wellness Inc.** (CSE: AYR.A, OTCQX: AYRWF) (“AYR” or the “Company”), a leading vertically integrated U.S. multi-state cannabis operator, announces that it has entered into an amendment (the “Extended Agreement”) to the previously disclosed Limited Waiver Agreement dated June 6, 2025 (the “Original Agreement”). The Extended Agreement formally extends the temporary waiver period set forth in the Original Agreement from June 19, 2025, to July 3, 2025.

Under the Original Agreement, the holders of a majority of AYR’s senior secured notes (the “Majority Holders”) provided a waiver of certain events of default related to the Company’s delay in filing its interim financial statements for the quarter ended March 31, 2025, as well as specific payment defaults that may occur under AYR’s other outstanding indebtedness. This waiver temporarily restrains the Majority Holders from exercising their default-related rights and remedies with respect to those specified defaults, subject to the terms and conditions in the Original Agreement. By extending the waiver period, the Extended Agreement grants the Company additional time and flexibility to continue ongoing negotiations with its senior lenders and to further pursue strategic options to strengthen its capital structure.

The extension provided in the Extended Agreement does not constitute a permanent waiver of any existing defaults or any rights under the governing documents; rather, it allows for continued dialogue and exploration of potential strategies to address the Company’s financial obligations.

Forward-Looking Statements

Certain statements contained in this news release may contain forward-looking information or may be forward-looking statements (collectively, “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 statements pertaining to, among other things, the extension of the Limited Waiver Agreement, the Company’s ongoing discussions with senior lenders, the outcome of strategic initiatives, and the Company’s ability to continue operating in the ordinary course. Numerous risks and uncertainties could cause actual events and results to differ materially from the estimates, beliefs, and assumptions expressed or implied in the forward-looking statements. Known and unknown risk factors could impact the forward-looking statements, which speak only as of the date hereof. AYR undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by law.

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