

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 5, 2022 (August 1, 2022)

THE GREENROSE HOLDING COMPANY INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-39217

(Commission File Number)

84-2845696

(I.R.S. Employer
Identification Number)

**111 Broadway
Amityville, NY 11701**

(Address of principal executive offices)

11701

(Zip Code)

Registrant's telephone number, including area code: (516) 346-6270

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, 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 provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Units, each consisting of one share of common stock and one redeemable warrant	OTC Pink
Common stock, par value \$0.0001 per share	OTCQX
Redeemable warrants, exercisable for shares of common stock at an exercise price of \$11.50 per share	OTCQB

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Director

On August 1, 2022, the Board of Directors (the “Board”) of The Greenrose Holding Company Inc., a Delaware corporation, (“Company”) unanimously appointed Mr. Benjamin Paul Rose (“Mr. Rose”), age 48, as a non-executive director of the Company’s Board, effective immediately. It is not currently known on which, if any, committee(s) of the Board of Directors Mr. Rose will serve.

Prior to joining the Company, Mr. Rose served as a director of the MedMen Enterprises Inc. (CSE: MMEN) (OTCQX: MMNFF) Board from August 2018 to December 14, 2020, during which time he served in the capacity of the Executive Chairman from May 2019 until his resignation. Additionally, since July 2012, Mr. Rose has served as Chief Investment Officer of Wicklow Capital, Inc., the family office of Daniel Tierney, co-founder and former co-CEO of GETCO (now VIRTU Financial), and prior to that, as Managing Director at RoundKeep Capital Advisors, Portfolio Manager at Balyasny Asset Management, Head Trader at Blue Ridge Capital, and as Trader at Goldman Sachs. Mr. Rose graduated from Harvard University and has experience in financial markets, entrepreneurial finance, identifying strategic opportunities for growth and building operations.

In connection with his service as a director, Mr. Rose will receive the Company’s standard non-employee director compensation, as determined by the Compensation Committee from time to time. Any grant of equity shall be made pursuant to the Company’s 2021 Equity Incentive Plan (the “Plan”) that was filed on December 5, 2021, with the Company’s proxy statement on Schedule 14A), which allows participation to certain employees and non-employee directors and is administered by the Compensation Committee.

There are no arrangements or understandings between Mr. Rose and any other person pursuant to which he was appointed as a director. There are also no family relationships between Mr. Rose and any director or executive officer of the Company and Mr. Rose has no direct or indirect material interest in any related party transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure

A copy of the press release issued by the Company on August 5, 2022, announcing two appointments to its executive team and board of directors, effective August 2022, including the appointment of Mr. Rose to the Board, as described in Item 5.02 above, and the appointment of Mr. Bernard Wang as chief financial officer, as previously reported in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 1, 2022, is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Information contained in this Item 7.01, including Exhibit 99.1, shall not be deemed filed for the purposes of the Securities Act of 1934, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On August 3, 2022, Shareholder Representative Services LLC (the “Plaintiff”) filed in the Connecticut Superior Court: (i) an amended complaint against The Greenrose Holding Company Inc. (the “Company”); and (ii) an application for prejudgment remedy seeking to attach property of the Company to secure a requested \$6,000,000 judgment. The amended complaint, as did Plaintiff’s initial complaint disclosed in the Company’s Form 8-K of July 5, 2022, generally alleges breach of contract, breach of the covenant of good faith and fair dealing, and conversion with respect to the Agreement and Plan of Merger effective as of March 12, 2021 and its Amendments 1 and 2 (collectively, the “Merger Agreement”) between the Plaintiff, as representative of the Selling Securityholders of Theraplant (as defined in the Merger Agreement), and the Company. The Company intends to defend itself vigorously.

The information in Item 8.01 of this Current Report on Form 8-K, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Section 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in Item 8.01 of this Current Report on Form 8-K, shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as expressly set forth by specific reference in such a filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release issued by The Greenrose Holding Company Inc. on August 5, 2022
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

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 hereunto duly authorized.

THE GREENROSE HOLDING COMPANY INC.

Date: August 5, 2022

By: /s/ William F. Harley III

Name: William F. Harley III

Title: Chief Executive Officer



The Greenrose Holding Company Announces New Leadership Appointments

- Bernard Wang Appointed as Chief Financial Officer, Effective August 8, 2022 -

- Benjamin Rose Appointed to Board of Directors, Effective August 1, 2022 -

- Key Additions Strengthen Leadership Team -

Amityville, NY – August 5, 2022 – The Greenrose Holding Company Inc. (OTC: GNRS, GNRSW) (“Greenrose” or the “Company”), a multi-state grower and producer of cannabis brands and products, is announcing two new appointments to its executive team and board of directors, effective August 2022. Bernard Wang has been appointed as the Company’s new chief financial officer, effective August 8, 2022, and Benjamin Rose has been appointed to the Company’s board of directors, effective August 1, 2022.

“We are proud to welcome two finance and cannabis industry veterans to our leadership team as we further establish Greenrose as a growing multi-state operator,” said Mickey Harley, CEO of Greenrose. “We believe Bernard and Ben’s appointments help strengthen our leadership team and add valuable cannabis expertise, as we continue ramping our operations in Arizona and Connecticut and pursue additional expansion opportunities. We look forward to leveraging their expertise to deepen our current market footprint and improve our foundation for long-term growth.”

Appointment of Bernard Wang as Chief Financial Officer

Bernard Wang joins Greenrose as the Company’s new chief financial officer following the resignation of its former CFO, Scott Cohen, on July 14, 2022. Mr. Wang is a senior finance and accounting professional with over 25 years of experience and a track record in helping both public and private companies improve their internal controls, accounting processes, and capital raising initiatives. Prior to joining Greenrose, Mr. Wang served as the interim corporate controller and director of accounting at Fat Brands Inc. (Nasdaq: FAT), where he led multiple projects to improve corporate reporting processes. He previously served as the corporate controller and vice president of finance at CannDESCENT, a California-based luxury cannabis flower brand company.

Mr. Wang has also held various senior finance roles at Sony New Media Solutions, Vubiquity Inc., and InterAmerican Motor Corporation. He received his BA in Economics and BS in Accounting from California State University, Northridge - School of Business Administration and Economics, and he is an active member of the California Board of Accountancy, California Society of CPAs, and American Institute of Certified Public Accountants.

Harley continued: “With Bernard’s strong public company, reporting, and cannabis industry expertise, we believe that his leadership will help us strengthen our financial controls and make continued progress on our growth objectives. We would like to thank Scott Cohen for his contributions to Greenrose during his time as CFO, and we look forward to working alongside Bernard on our executive team.”

Appointment of Benjamin Rose to Board of Directors

Benjamin Rose has been appointed to Greenrose’s board of directors. With over 25 years of experience in the investment industry, Mr. Rose brings extensive expertise with helping cannabis companies raise capital and enhance their operational foundation for growth. He is the founder and managing partner of Boundary Peak Advisors LLC, a cannabis-focused investment and advisory firm. Through his role at Boundary Peak, Mr. Rose helped facilitate Greenrose’s \$105 million senior secured credit facility from DXR Finance, LLC to assist in the completion of the Company’s qualifying transaction with Theraplant. He also served as chairman of the board for MedMen (CSE: MMEN) (OTCQX: MMNFF), where he spearheaded several restructuring and governance improvements, as well as facilitated a backstopped \$100 million equity private placement led by Serruya Private Equity.

Prior to Boundary Peak, Mr. Rose founded and served as the chief investment officer for Wicklow Capital, where he focused on venture investments in seed to late-stage companies across various emerging industries, such as cannabis, technology, and cryptocurrency. He has also served as a portfolio manager at Balyasny Asset Management and held various trading roles at Blue Ridge Capital, Tiger Management, and Goldman Sachs. Mr. Rose earned his BA in Economics from Harvard College, where he graduated with honors.

Harley concluded: “Ben brings a seasoned perspective to our board as we navigate our early days as a public multi-state cannabis operator. We look forward to leveraging his expertise in our continued efforts to improve our capital and operational efficiency.”

About The Greenrose Holding Company Inc.

The Greenrose Holding Company Inc. is a multi-state cultivator and producer of cannabis brands and products. Greenrose is driven by cultivation. It is understood that being a leader in the cannabis industry starts with outstanding flower derived from sophisticated genetics and scalable grow methods. Greenrose aims to be a vertically integrated company that looks for scale and horizontal consolidation. For more information, please visit www.greenroseholdings.com.

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