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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(D) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 20, 2026

ASCEND WELLNESS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**333-254800**	**83-0602006**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

174 NJ-17
Rochelle Park, NJ 07662
(Address of principal executive offices)

(646) 661-7600
(Registrant's telephone number, including area code)

N/A
(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 of the registrant under any of the following provisions (see General Instruction A.2 below).

☐ 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))

Securities registered pursuant to Section 12(b) of the Act: None

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. ☐

Item 8.01. Other Events.

Ohio Patient Access, LLC ("OPA"), an Ohio limited liability company and a wholly owned subsidiary of Ascend Wellness Holdings, Inc. (the "Company"), entered into an asset purchase agreement (the "Agreement"), by and among OPA, a third party entity to which the Company provides financing and support services (the "Retail Buyer" and, together with OPA, the "Purchasers"), on the one hand, and Greenleaf Apothecaries, LLC ("Apothecaries"), Greenleaf Gardens LLC, an Ohio limited liability company ("Gardens"), Greenleaf Therapeutics, LLC, an Ohio limited liability company ("Therapeutics"), and High Street Capital Partners, LLC, a Delaware limited liability company ("High Street," and together with each of Apothecaries, Gardens, and Therapeutics, each a "Seller" and collectively the "Selling Parties"), on the other hand.

Pursuant to the terms of the Agreement, the Selling Parties agreed to sell to the Purchasers a cultivation facility and five dispensaries Ohio. Total stated consideration per the Agreement consists of $35,500,000 of cash consideration, with $3,550,000 paid as an up-front deposit, $4,072,500 paid on the date the parties enter into effective Management Services Agreements ("MSAs") providing for management of the assets acquired by the respective party prior to closing (which MSAs are subject to regulatory approval), $15,150,000 on the closing date, $6,226,250 payable on the 12-month anniversary of the closing date, and $6,501,250 payable on the 18-month anniversary of the closing date. OPA agreed to purchase the cultivation facility and one dispensary in Akron, Ohio, and the Retail Buyer agreed to purchase the other four dispensaries.

The Agreement contains customary representations, warranties, covenants, inventory and cash adjustments, and indemnification provisions subject to certain limitations. The transaction remains subject to customary closing conditions, including receipt of all required regulatory approvals.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Exhibit Description
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

Ascend Wellness Holdings, Inc.

November 20, 2026

/s/ Roman Nemchenko
Roman Nemchenko
Chief Financial Officer
(Principal Financial Officer)