

**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): **June 25, 2020**

CRONOS GROUP INC.

(Exact name of registrant as specified in its charter)

Ontario, Canada

(State or other jurisdiction
of incorporation)

001-38403

(Commission
File Number)

N/A

(I.R.S. Employer
Identification No.)

720 King St. W., Suite 320

Toronto , Ontario

(Address of principal executive offices)

M5V 2T3

(Zip Code)

Registrant's telephone number, including area code: **(416) 504-0004**

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 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	CRON	The NASDAQ Stock Market LLC

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 5.07. Submission of Matters to a Vote of Security Holders.

Cronos Group Inc. (the “Company”) held its 2020 Annual and Special Meeting of Shareholders on June 25, 2020 (the “Meeting”). The proposals voted upon at the Meeting and the final results of the shareholder vote on each proposal are set forth below. Each of the proposals is summarized in greater detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 28, 2020.

(1) Election of directors.

NAME OF DIRECTOR:	FOR:	WITHHELD:	BROKER NON-VOTES:
Michael Gorenstein	189,608,226	5,516,383	25
Jason Adler	193,354,556	1,770,053	25
Jody Begley	193,856,442	1,268,167	25
Bronwen Evans	194,087,328	1,037,281	25
Murray Garnick	193,889,048	1,235,561	25
Heather Newman	193,842,513	1,282,096	25
James Rudyk	193,366,045	1,758,564	25

(2) Adoption of an advisory (non-binding) resolution approving the compensation of the Company’s named executive officers.

FOR:	AGAINST:	ABSTAINED:	BROKER NON-VOTES:
191,039,290	3,268,552	816,763	29

(3) Adoption of an advisory (non-binding) resolution approving the frequency of future “say on pay” votes.

1 YEAR:	2 YEARS:	3 YEARS:	ABSTAINED:	BROKER NON-VOTES:
193,325,733	704,312	473,430	620,943	216

(4) Adoption of an ordinary resolution approving the Company’s 2020 Omnibus Equity Incentive Plan.

FOR:	AGAINST:	ABSTAINED:	BROKER NON-VOTES:
191,784,056	2,713,907	626,645	26

- (5) Adoption of a special resolution authorizing the Company to make an application for the continuance of the Company from the laws of the Province of Ontario to the laws of the Province of British Columbia and approving the notice of articles and articles of the continued company.

FOR:	AGAINST:	ABSTAINED:	BROKER NON-VOTES:
188,564,156	6,142,073	418,379	26

- (6) Appointment of KPMG LLC to serve as the independent registered public accounting firm for fiscal year ending December 31, 2020 and authorization of the Board of Directors of the Company to fix KPMG LLP's remuneration.

FOR:	WITHHELD:	BROKER NON-VOTES:
194,619,894	504,713	27

A copy of the press release dated June 25, 2020 regarding the results of the Meeting is filed as Exhibit 99.1 to and is incorporated by reference in this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

- (d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Cronos Group Inc., dated June 25, 2020.

SIGNATURES

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.

CRONOS GROUP INC.

Dated: June 25, 2020

By: /s/ Michael Gorenstein

Name: Michael Gorenstein

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of Cronos Group Inc., dated June 25, 2020.



Cronos Group Inc. Announces Results of 2020 Annual and Special Meeting of Shareholders

TORONTO, June 25, 2020 - Cronos Group Inc. (NASDAQ: CRON) (TSX: CRON) (“Cronos Group” or the “Company”) announces that at its Annual and Special Meeting of Shareholders held earlier today (the “Meeting”) there were 652 shareholders voting in person or by proxy holding in total 195,124,634 common shares of the Company, representing 55.94% of the total number of common shares of the Company outstanding.

Each of the directors listed as a nominee in the Company’s proxy statement dated April 28, 2020 (the “Proxy Statement”) was elected as a director of the Company, with each director receiving in excess of 97.10% of the votes cast in favor of his or her election. The detailed results of the vote for the election of directors are as follows:

Name of Director	Number of Shares Voted For	Percentage of Shares Voted For	Number of Shares Withheld from Voting	Percentage of Shares Withheld from Voting
Jason Adler	193,354,556	99.09%	1,770,053	0.91%
Jody Begley	193,856,442	99.35%	1,268,167	0.65%
Bronwen Evans	194,087,328	99.47%	1,037,281	0.53%
Murray R. Garnick	193,889,048	99.37%	1,235,561	0.63%
Michael Gorenstein	189,608,226	97.17%	5,516,383	2.83%
Heather Newman	193,842,513	99.34%	1,282,096	0.66%
James Rudyk	193,366,045	99.10%	1,758,564	0.90%

The Company also announced today that the shareholders have approved a special resolution authorizing the Company to make an application for the continuance of the Company from the laws of the Province of Ontario to the laws of the Province of British Columbia, as further described in the Proxy Statement (the “Continuance”). The Company believes the greater flexibility afforded by the British Columbia corporate statute by virtue of the absence of a Canadian residency requirement for members of the board of directors of the Company (the “Board”) will allow the Company to consider Board candidates from a larger pool of candidates to ensure the Board maintains the right composition, skills, expertise and diversity to drive long-term value. The completion of the Continuance remains subject to the satisfaction of the conditions described in the Proxy Statement.

Shareholders also approved advisory (non-binding) resolutions on the compensation of the Company’s named executive officers, with 97.91% of votes cast in favor of such resolution, and to hold “say on pay” votes each year. In addition, shareholders approved an ordinary resolution approving the Company’s 2020 Omnibus Equity Incentive Plan, with 98.29% of the votes cast in favor of such resolution, and approved the re-appointment of KPMG LLP as the Company’s independent auditors.

For complete results on all matters voted on at the Meeting, please see the Report of Voting Results filed on the Company’s SEDAR profile at www.sedar.com and the Company’s Form 8-K filed on EDGAR at www.sec.gov/edgar.

About Cronos Group

Cronos Group is an innovative global cannabinoid company with international production and distribution across five continents. Cronos Group is committed to building disruptive intellectual property by advancing cannabis research, technology and product development. With a passion to responsibly elevate the consumer experience, Cronos Group is building an iconic brand portfolio. Cronos Group’s portfolio includes PEACE NATURALS™, a global wellness platform, two adult-use brands, COVE™ and Spinach™, and two hemp-derived CBD brands, Lord Jones™ and PEACE+™. For more information about Cronos Group and its brands, please visit: www.thecronosgroup.com.

Forward-looking Statements

This press release may contain information that may constitute “forward-looking information” or “forward-looking statements” within the meaning of applicable Canadian and U.S. securities laws (collectively, “Forward-looking Statements”). All information contained herein that is not clearly historical in nature may constitute Forward-looking Statements. In some cases, Forward-looking Statements can be identified by the use of forward-looking terminology such as “may”, “will”, “expect”, “plan”, “anticipate”, “intend”, “potential”, “estimate”, “believe” or the negative of these terms, or other similar expressions intended to identify Forward-looking Statements. Some of the Forward-looking Statements contained in this press release include the Company’s intention to build an international iconic brand portfolio and develop disruptive intellectual property, the Company’s plans to complete the Continuance and the anticipated benefits of the Continuance. Forward-looking Statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and

competitive risks, financial results, results, performance or achievements expressed or implied by those Forward-looking Statements and the Forward-looking Statements are not guarantees of future performance. A discussion of some of the material risks applicable to the Company can be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2019 (as amended) and the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2020, both of which have been filed on SEDAR and EDGAR and can be accessed at www.sedar.com and www.sec.gov/edgar, respectively. Any Forward-looking Statement included in this press release is made as of the date of this press release and, except as required by law, Cronos Group disclaims any obligation to update or revise any Forward-looking Statement. Readers are cautioned not to put undue reliance on any Forward-looking Statement.

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