
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 6-K

**Report of Foreign Private Issuer
Pursuant to Section 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of: September, 2019

Commission File Number: 001-38403

CRONOS GROUP INC.

(Name of registrant)

**720 King Street W., Suite 320
Toronto, Ontario
M5V 2T3**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

This report on Form 6-K shall be incorporated by reference into the Registrant's Registration Statement under the Securities Act of 1933, as amended, on Form S-8 (File No. 333-226131).

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, thereunto duly authorized.

CRONOS GROUP INC.

Date: September 5, 2019

By: /s/ Michael Gorenstein

Name: Michael Gorenstein

Title: President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Material Change Report of Cronos Group Inc., dated September 5, 2019.

**Form 51-102F3
Material Change Report**

1. Name and Address of Company

Cronos Group Inc.
720 King Street West, Suite 320
Toronto, Ontario
M5V 2T3

2. Date of Material Change

September 5, 2019

3. News Release

The news release with respect to the material change referred to in this report was disseminated on September 5, 2019.

4. Summary of Material Change

On September 5, 2019, Cronos Group Inc. (NASDAQ: CRON) (TSX: CRON) (“**Cronos Group**”) announced the closing of its previously announced acquisition of four Redwood Holding Group, LLC operating subsidiaries.

5. Full Description of Material Change

On September 5, 2019, Cronos Group announced the closing of its previously announced acquisition of four Redwood Holding Group, LLC operating subsidiaries.

The transaction provides Cronos Group with a leading U.S. hemp-based products platform, including hemp-derived cannabidiol (CBD) infused skincare and other consumer products that are sold online and through retail and hospitality partner channels in the United States under the brand, Lord Jones™.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The following executive officer is knowledgeable about the material change and this report:

Jerry Barbato
Chief Financial Officer

Tel: (416) 504-0004

9. Date of Report

September 5, 2019