
**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: February, 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):

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: February 21, 2019

By: /s/ Xiuming Shum

Name: Xiuming Shum

Title: General Counsel & Corporate Secretary

EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description of Exhibit</u> |
|----------------|--|
| 99.1 | Report of Voting Results – Special Meeting of Shareholders held on Thursday, February 21, 2019 |

CRONOS GROUP INC.

Report of Voting Results
Special Meeting of Shareholders held on
Thursday, February 21, 2019

In accordance with Section 11.3 of National Instrument 51-102, this is a report on the matters put to a vote at the special meeting of holders (the “Shareholders”) of common shares (“Shares”) of the Cronos Group Inc. (the “Corporation”) held on Thursday, February 21, 2019.

1. Election of Directors – Elected

| | <u>Voted For</u> | <u>% Voted For</u> | <u>Withheld from Voting</u> | <u>% Withheld from Voting</u> |
|---|------------------|--------------------|-----------------------------|-------------------------------|
| Conditional on and effective as of the closing of the transactions contemplated by the subscription agreement (the “ Subscription Agreement ”), dated as of December 7, 2018, by and among the Corporation, Altria Summit LLC (the “ Purchaser ”), a wholly owned subsidiary of Altria Group, Inc. (“ Altria ”) and, solely for certain limited purposes set forth therein, Altria, each of Kevin C. Crosthwaite Jr., Bronwen Evans, Murray R. Garnick and Bruce A. Gates was elected to serve as a director of the Corporation, each to hold office until the close of the next annual meeting of Shareholders or until his or her successor has been duly elected and/or appointed and qualified or until his or her earlier death, resignation or removal pursuant to the articles of incorporation of the Corporation (as amended) and by-laws of the Corporation (as amended), the investor rights agreement contemplated by the Subscription Agreement, and applicable law, as more particularly described in the management information circular dated as of December 31, 2018 (the “ Circular ”). The vote was conducted by ballot: | | | | |
| Kevin C. Crosthwaite Jr. | 67,382,899 | 93.82% | 4,437,616 | 6.18% |
| Bronwen Evans | 70,915,464 | 98.74% | 904,051 | 1.26% |
| Murray R. Garnick | 67,382,289 | 93.82% | 4,438,226 | 6.18% |
| Bruce A. Gates | 67,384,686 | 93.82% | 4,435,829 | 6.18% |

2. Transaction – Passed

| | <u>Voted For</u> | <u>% Voted For</u> | <u>Voted Against</u> | <u>% Voted Against</u> |
|---|-------------------|--------------------|----------------------|------------------------|
| An ordinary resolution, the full text of which is set forth in Schedule A to the Circular, approving the transactions contemplated by the Subscription Agreement, whereby, among other things, the Corporation will issue to the Purchaser, in a private placement transaction: (i) 146,220,892 Shares (subject to adjustment in accordance with the terms of the Subscription Agreement); and (ii) one warrant (the “ Warrant ”) of the Corporation (which may be exercised in full or in part at any time and from time to time) entitling the holder thereof, upon the valid exercise in full thereof, to acquire, accept and receive from the Corporation an aggregate of 72,207,848 Shares (subject to adjustment in accordance with the terms of the Subscription Agreement and with the terms and conditions of the warrant certificate representing and evidencing the Warrant), as more particularly described in the Circular. The vote was conducted by a show of hands and proxies were received as follows: | 69,515,793 | 98.46% | 1,087,456 | 1.54% |

DATED at Toronto this 21st day of February, 2019.

CRONOS GROUP INC.

By: (signed) "Xiuming Shum"
Xiuming Shum
General Counsel and Corporate Secretary