

**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): **December 16, 2022**

CRONOS GROUP INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction
of incorporation)

**111 Peter Street, Suite 300
Toronto, Ontario**
(Address of principal executive offices)

001-38403

(Commission
File Number)

N/A

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

M5V 2H1
(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:

- 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 8.01 Other Events

On December 16, 2022, Altria Group Inc. (“Altria”) notified Cronos Group Inc. (the “Company”) that its wholly owned subsidiary, Altria Summit LLC, relinquished a warrant to subscribe for and purchase up to 84,243,223 common shares of the Company at a per share exercise price of C\$19.00 (the “Warrant”) and all rights that it may have held in the Warrant or any common shares underlying the Warrant for no consideration. The voluntary relinquishment of the Warrant does not affect any rights of Altria under the Investor Rights Agreement between the Company and Altria, dated March 8, 2019, and Altria continues to beneficially own 156,573,537 common shares of the Company and has four designees on the board of the Company, one of whom is independent.

Altria’s notice referred to above is attached 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	Altria’s notice of abandonment, dated December 16, 2022
104	Cover Page Interactive Data File

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: December 19, 2022

By: /s/ Michael Gorenstein
Name: Michael Gorenstein
Title: President & Chief Executive Officer



Altria Summit LLC
6601 West Broad Street
Richmond, Virginia 23230

December 16, 2022

Cronos Group Inc.
720 King Street West
Suite 320
Toronto, ON M5V 2T3
Attention: General Counsel
Telephone: (416) 504-0004
Email: legal@thecronosgroup.com

Re: Abandonment of Warrant Issued by Cronos Group Inc.

Dear Ladies and Gentlemen:

Altria Summit LLC, the holder of a warrant to purchase 84,076,946 common shares of Cronos Group Inc. (the "Warrant"), hereby irrevocably abandons, relinquishes, and surrenders all of its rights, title, and interest (contingent or otherwise) in the Warrant (whether, past, current, or future, and whether inuring to the holder of the Warrant certificate, granted pursuant to the Subscription Agreement entered into by and among Cronos Group Inc., Altria Summit LLC, and Altria Group, Inc. dated as of December 7, 2018, or otherwise) for zero consideration. The Warrant certificate is enclosed herewith.

Such abandonment, relinquishment and surrender is irrevocable and constitutes a complete abandonment with respect to any and all of its ownership interests in the Warrant.

Altria Summit LLC hereby requests that Cronos Group Inc. (i) remove, or cause to be removed, Altria Summit LLC's name and other references to ownership of the Warrant from the appropriate register, stock ledger, or other record-keeping medium of Cronos Group Inc., any trustee or any other person or entity, to demonstrate Altria Summit LLC's abandonment, relinquishment, and surrender of the Warrant, (ii) notify all appropriate parties (including governmental bodies) and make any necessary filings with all appropriate governmental bodies regarding Altria Summit LLC's abandonment, relinquishment, and surrender of the Warrant, and (iii) do and cause to be done such acts that may be reasonably necessary or advisable to carry out the intent of Altria Summit LLC as provided herein.

Altria Summit LLC also requests that you notify us of any service charge, tax, fee or any other amount that is legally and contractually required to be paid as a result of this abandonment, relinquishment, and surrender of the Warrant, so that we may pay the required amount.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael E. Manson".

Michael E. Manson



Altria Summit LLC
6601 West Broad Street
Richmond, Virginia 23230

Enclosure

cc: Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
Attention: George J. Sampas
Telephone: (212) 558-4000
Email: sampasg@sullcrom.com

Blake, Cassels & Graydon LLP
199 Bay Street, Suite 4000
Toronto, Ontario M5L 1A9
Attention: Tim Andison and Geoff S. Belsher
Telephone: (416) 863-2400
Email: tim.andison@blakes.com
geoff.belser@blakes.com

