SEC Form 4

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ADLER JASON MARC	Cronos Group Inc. [CRON]	X Director 10% Owner

(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below) Other (specify below)
111 PETER STREET, SUITE 300			03/16/2022	

(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
TORONTO	A6	M5V 2H1		X Form filed by One Reporting Person
				Form filed by More than One Reporting Person

| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON SHARES	03/16/2022		M		1,300,000	A	$3.14[(1)]	9,465,072	D	
COMMON SHARES	03/16/2022		F[(2)]		1,033,418	D	$3.95[(1)]	8,431,654	D	
COMMON SHARES								2,014,228	I[(3)]	Held by Gotham Green Fund 1(Q), LP
COMMON SHARES								1,226,639	I	By the Rachel Adler 2020 Gift Trust
COMMON SHARES								503,478	I[(4)]	Held by Gotham Green Fund 1, LP

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
COMMON SHARE OPTION (right to buy)	$3.14[(1)]	03/16/2022		M			1,300,000	[(5)]	04/12/2022	COMMON SHARES	1,300,000	$0	0	D	

Explanation of Responses:

1. Price is expressed in Canadian dollars.

2. Cronos Group Inc. (the "Company") withheld 1,033,418 common shares underlying the options for payment of the exercise price, using the closing price of the Company's common shares on March 15, 2022 of C$3.95 as reported on the Toronto Stock Exchange.

3. Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1(Q), LP. Mr. Adler, as the Managing Member of Gotham Green GP 1, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Exchange Act. Mr. Adler disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.

4. Gotham Green GP 1, LLC is the general partner of Gotham Green Fund 1, LP. Mr. Adler, as the Managing Member of Gotham Green GP 1, LLC, may be deemed to be the indirect beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Mr. Adler disclaims that he is the beneficial owner of such shares, except to the extent of his pecuniary interest.

5. The options were granted April 12, 2017 and vest in monthly installments over a four-year period.

Remarks:

/s/ Aaron Werner, as attorney-in-fact for Jason M. Adler	03/18/2022
** Signature of Reporting Person	Date

Authorization and Designation
to Sign and File
Section 16 Reporting Forms

       The undersigned does hereby authorize and designate each of Aaron Werner and Terry Doucet, each with right to substitute and resubstitute, but for only so long as each of them is an employee of Cronos Group Inc., a corporation incorporated under the *Business Corporations Act* (British Columbia) (the "Company"), to sign and file on his behalf the application for the required Securities and Exchange Commission (the "SEC") electronic CIK/CCC codes and any and all Forms 3, 4 and 5 and Forms 144 relating to equity securities of the Company with the SEC pursuant to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16") and Rule 144 under the Securities Act of 1933, as amended. This authorization, unless earlier revoked in writing, shall be valid until the undersigned's reporting obligations under Section 16 and Rule 144 with respect to equity securities of the Company shall cease. All prior such authorizations are hereby revoked.

       IN WITNESS WHEREOF, the undersigned has executed this Authorization and Designation this __7th__ day of _____February_____, 2022.

_____
Jason M. Adler