

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): January 19, 2021

**22nd Century Group, Inc.**  
(Exact Name of Registrant as Specified in Charter)

**Nevada**  
(State or Other Jurisdiction of Incorporation)

**001-36338**  
(Commission File Number)

**98-0468420**  
(I.R.S. Employer  
Identification No.)

**8560 Main Street, Suite 4, Williamsville, New York**  
(Address of Principal Executive Office)

**14221**  
(Zip Code)

Registrant's telephone number, including area code: **(716) 270-1523**

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	Name of each exchange on which registered
Common Stock, \$0.00001 par value	XXII	NYSE American

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.

**8.01. Other Events.**

On January 19, 2021, 22nd Century Group, Inc. (the “Company”) issued a press release announcing the dismissal with prejudice of the federal securities class action lawsuit filed against the Company captioned *Noto v. 22nd Century Group, Inc., 19-CV-1285*. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01(d) Financial Statements and Exhibits**

[Exhibit 99.1](#)

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[Press Release dated January 19, 2021](#)

Inline XBRL for the cover page of this Current Report on Form 8-K.

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**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.

**22nd Century Group, Inc.**

/s/ James A. Mish

James A. Mish

Chief Executive Officer

Date: January 19, 2021

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**Federal Court Dismisses Securities Class Action Lawsuit Against 22nd Century Group**

**WILLIAMSVILLE, N.Y., Jan. 19, 2021 (GLOBE NEWSWIRE)**—22nd Century Group, Inc. (NYSE American: XXII), a leading plant-based, biotechnology company that is focused on tobacco harm reduction, very low nicotine content tobacco, and hemp/cannabis research, announced today the dismissal with prejudice of the federal securities class action lawsuit captioned *Noto v. 22nd Century Group, Inc.*, 19-CV-1285 by a federal district court in the Western District of New York on January 14, 2021. The case was initially filed in the Eastern District of New York, where it was captioned *Bull v. 22nd Century Group, Inc.* 1:19-CV-00409. In denying the Plaintiffs' request for an opportunity to file another amended Complaint, the Court held that "further amendment would be futile."

"We are pleased with the Court's decision to dismiss this baseless lawsuit," said James A. Mish, chief executive officer of 22nd Century Group. "We have consistently maintained that these claims were without merit. We remain committed to building shareholder value through the advancement of our strategies in tobacco, hemp/cannabis, and plant science."

**About 22nd Century Group, Inc.**

22nd Century Group, Inc. (NYSE American: XXII) is a leading plant biotechnology company focused on technologies that alter the level of nicotine in tobacco plants and the level of cannabinoids in hemp/cannabis plants through genetic engineering, gene-editing, and modern plant breeding. 22nd Century's primary mission in tobacco is to reduce the harm caused by smoking through the Company's proprietary reduced nicotine content tobacco cigarettes – containing 95% less nicotine than conventional cigarettes. The Company's primary mission in hemp/cannabis is to develop and commercialize proprietary hemp/cannabis plants with valuable cannabinoid profiles and desirable agronomic traits.

Learn more at [xxiicentury.com](http://xxiicentury.com), on Twitter @ [@xxiicentury](https://twitter.com/xxiicentury) and on [LinkedIn](https://www.linkedin.com/company/xxiicentury).

**Cautionary Note Regarding Forward-Looking Statements**

Except for historical information, all of the statements, expectations, and assumptions contained in this press release are forward-looking statements. Forward-looking statements typically contain terms such as "anticipate," "believe," "consider," "continue," "could," "estimate," "expect," "explore," "foresee," "goal," "guidance," "intend," "likely," "may," "plan," "potential," "predict," "preliminary," "probable," "project," "promising," "seek," "should," "will," "would," and similar expressions. Actual results might differ materially from those explicit or implicit in forward-looking statements. Important factors that could cause actual results to differ materially are set forth in "Risk Factors" in the Company's Annual Report on Form 10-K filed on March 11, 2020 and in its subsequently filed Quarterly Report on Form 10-Q. All information provided in this release is as of the date hereof, and the Company assumes no obligation to and does not intend to update these forward-looking statements, except as required by law.

**Investor Relations & Media Contact:**

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