

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): June 30, 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.)

**500 Seneca Street, Suite 507, Buffalo, New York**  
(Address of Principal Executive Office)

**14204**  
(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.

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 30, 2021, 22nd Century Group, Inc. (the “Company”) entered into a Promissory Note Exchange Agreement with Panacea Life Sciences, Inc. (“PLS”) and a Securities Exchange Agreement with PLS, Exactus, Inc. (“Exactus”) (OTCQB:EXDI) and certain other PLS shareholders. These transactions effect the (i) conversion of all of the Company’s existing Series B Preferred Stock in PLS into 91,016,026 shares of restricted common stock in Exactus and (ii) the restructuring of the Company’s existing debt in PLS by converting the outstanding \$7 million principal balance promissory note and all accrued but unpaid interest thereon for fee simple ownership of Needle Rock Farms (224 acres in Delta County, Colorado) valued at \$2.2 million, \$500,000 in PLS’s Series B Preferred Stock (which was subsequently converted to Exactus common stock under the Securities Exchange Agreement) and a new \$4.3 million promissory note (the “Note”) with a maturity date of June 30, 2026, secured by a mortgage on PLS’s headquarters located at 16194 W 45th Drive, Golden, Colorado.

All other rights and obligations of the Company in PLS, and with its affiliate Quintel-MC, Incorporated, were terminated by this transaction, including all warrant rights and obligations for future investment.

The foregoing description of Promissory Note Exchange Agreement, the Securities Exchange Agreement and the Note are summary in nature and are qualified in its entirety by reference to the full and complete terms of such agreements, copies of which will be filed as exhibits to the Company’s next Quarterly Report on Form 10-Q.

**Item 7.01. Regulation FD Disclosure.**

On July 1, 2021, the Company issued a press release announcing the matter described above. The Company is furnishing a copy of such press release as Exhibit 99.1 hereto, which is incorporated by reference herein.

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

[Exhibit 99.1](#) [Press Release, dated July 1, 2021.](#)

---

**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: July 2, 2021

---

## 22nd Century Announces Restructuring of Panacea Investment, Expansion of Cannabis Franchise Capabilities

*22nd Century Takes Ownership of Needle Rock Farms, Provides North American Cultivation Base of Operations*

**BUFFALO, N.Y., July 1, 2021 (GLOBE NEWSWIRE)** – 22nd Century Group, Inc. (NYSE American: XXII), a leading plant-based biotechnology company focused on tobacco harm reduction, reduced nicotine tobacco, and hemp/cannabis research, today announced it has signed a definitive agreement to restructure its strategic investment in Panacea Life Sciences, Inc., in line with the ongoing development of 22nd Century’s strategic partnership network.

Under terms of the agreement, 22nd Century’s existing \$7 million note in Panacea will be exchanged for ownership of Needle Rock Farms, located in a prime Colorado hemp/cannabis growing location and valued at \$2.2 million. The Company will also receive a new \$4.3 million note and \$500,000 in Panacea equity. The new note is backed by a mortgage on the Panacea Life Sciences operations building located in Golden, CO, appraised at \$10.7 million. Panacea will retain certain farm assets under its own nameplate of PANA Organic Botanicals at NeedleRock.

Also under the agreement, \$7.0 million in Panacea Life Sciences Series B Preferred Stock held by 22nd Century will be converted into 91 million shares of Exactus, Inc. (OTCQB: EXDI), as part of a business combination transaction via share exchange with Panacea under which Panacea will become publicly traded. The transaction is expected to be immediately accretive to 22nd Century.

“This exchange is an exciting leap forward for 22nd Century as we advance our upstream value chain strategy to bring highly disruptive hemp and cannabis plant lines to market. It is also highly attractive to 22nd Century on a financial basis, creating immediate value, asset-backed future value and potential future liquidity from an existing investment,” said James A. Mish, chief executive officer of 22nd Century Group. “Needle Rock Farms is a world-class farming operation in a prime growing location where we already have plants in the ground toward our goal of revenue recognition from our cannabis franchise in the second half of 2021. We will also retain access to Panacea’s extraction, purification and testing equipment located in Golden, CO for the benefit of our customers.”

“Rapidly growing demand means that mass cultivation is quickly becoming the critical challenge in the cannabis industry. Most existing plant lines do not exhibit the stable genetics, predictable yield or specific composition of cannabinoids required to fully unlock the value of the cannabis industry,” continued Mish. “22nd Century can provide the stable, predictable plant solutions required to achieve true commercial scale, and do so in as little as two years versus 7-10 years through traditional processes.”

### 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 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.

### 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, 2021. 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.

This press release shall not constitute an offer to sell or the solicitation of any offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

###

### Investor Relations & Media Contact:

Mei Kuo  
 Director, Communications & Investor Relations  
 22nd Century Group, Inc.  
 (716) 300-1221  
[mkuo@xxiicentury.com](mailto:mkuo@xxiicentury.com)