

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

August 5, 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 Exchange on Which Registered
Common Stock, \$0.00001 par value per share	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 August 5, 2021, 22nd Century Group, Inc. (the “Company”) provided written notice to The New York Stock Exchange that the Company expects to voluntarily cease trading on the NYSE American and intends to transfer its listing to the NASDAQ Capital Market to commence trading on August 16, 2021. The last day of trading on the NYSE American is expected to be August 13, 2021. The Company’s common stock has been approved for listing on NASDAQ Capital Market and will continue to trade under the stock symbol “XXII.”

A copy of the press release issued by the Company in connection with its move from the NYSE American to NASDAQ Capital Market is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01(d): Financial Statements and Exhibits.

[Exhibit 99.1 Press Release, dated August 5, 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: August 5, 2021

22nd Century Group to Begin Trading on Nasdaq on August 16, 2021

BUFFALO, N.Y., August 5, 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, announced today that its common stock has been approved for uplisting to the Nasdaq Capital Market effective as of the market open on August 16, 2021. The shares will continue to trade under the ticker symbol “XXII.”

“While remaining dedicated to our primary mission to reduce the harm caused by smoking, uplisting to the Nasdaq also aligns 22nd Century with other high-achieving, innovative, and growth-oriented global science and technology companies,” said James A. Mish, chief executive officer of 22nd Century Group. “We believe that joining the Nasdaq will enhance our visibility to a wide audience of institutional investors and increase our exposure to hemp/cannabis investors at this important time of industry progression toward mass production.”

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, 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, 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.

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