

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): August 31, 2022

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))

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.

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	NASDAQ Capital Market

Item 5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 31, 2022, 22nd Century Group, Inc. (the "Company") eliminated the position of President and Chief Operating Officer. Michael Zercher, who was previously serving in the role of President and COO, received notice that the position was eliminated and his contract with the Company will terminate on September 30, 2022 as a result.

Item 7.01. Regulation FD Disclosure.

On September 7, 2022, the Company issued a press release with respect to the information set forth above. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information in this item (including the exhibit) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of Section 18, nor shall it be deemed incorporated by reference in any of the Company's filings under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent, if any, expressly set forth by specific reference in such filing.

Item 9.01(d): Financial Statements and Exhibits.

[Exhibit 99.1 Press Release](#)

Exhibit 104 Cover Page Interactive Data File - The cover page XBRL tags are embedded within the inline XBRL document.

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.

Date: September 7, 2022

/s/ Steven P. Przybyla
Steven P. Przybyla
Vice President, General Counsel and Secretary

22nd Century Group (Nasdaq: XXII) Announces Management Updates and Departure of Chief Operating Officer

BUFFALO, N.Y., September 7, 2022 (Globe Newswire)— 22nd Century Group, Inc. (Nasdaq: XXII), a leading agricultural biotechnology company dedicated to improving health with reduced nicotine tobacco, hemp/cannabis, and hops advanced plant technologies, today announced changes in its management team as the Company accelerates growth in its reduced nicotine content tobacco business. The Company announced that Michael Zercher, President and Chief Operating Officer, will depart the Company effective September 30, 2022. John Miller, who leads 22nd Century’s tobacco business team, will assume the tobacco-related duties of the Chief Operating Officer’s role, while Chief Executive Officer James A. Mish will assume the title of Corporate President.

“With exceptionally successful VLN® pilot results in hand, 22nd Century is expanding sales and planning rollouts in strategic regions across the United States,” said James A. Mish, chief executive officer of 22nd Century. “In order to coordinate all of the critical elements of this expansion plus additional planned market launches, John Miller, who already leads our tobacco product, marketing and partnership efforts, will assume full operational responsibility for the tobacco product lines, bringing to bear his more than 30 years of industry experience to direct a fully integrated national VLN® sales strategy.”

On behalf of the Board of Directors and the entire Company, I thank Mike for his work at 22nd Century Group, including his important role in helping bring VLN® through the regulatory process to secure the first and only FDA Modified Risk Tobacco Product marketing order ever granted to a combustible cigarette. Mike has also been instrumental in developing our initial VLN® industry partnerships and successful Chicagoland pilot program,” said Mish. “As a result, 22nd Century represents a completely new type of tobacco business focused on disrupting the industry and, most importantly, helping adult smokers to smoke less. We thank Mike for the incredible success he has helped the Company achieve and wish him well in his future endeavors.”

About 22nd Century Group, Inc.

22nd Century Group, Inc. (Nasdaq: [XXII](#)) is a leading agricultural biotechnology company focused on tobacco harm reduction, reduced nicotine tobacco and improving health and wellness through plant science. With dozens of patents allowing it to control nicotine biosynthesis in the tobacco plant, the Company has developed proprietary reduced nicotine content (RNC) tobacco plants and cigarettes, which have become the cornerstone of the [FDA’s Comprehensive Plan](#) to address the widespread death and disease caused by smoking. The Company received the first and only FDA MRTP authorization of a combustible cigarette in December 2021. In tobacco, hemp/cannabis, and hop plants, 22nd Century uses modern plant breeding technologies, including genetic engineering, gene-editing, and molecular breeding to deliver solutions for the life science and consumer products industries by creating new, proprietary plants with optimized alkaloid and flavonoid profiles as well as improved yields and valuable agronomic traits.

Learn more at [xxiicentury.com](#), on [Twitter](#), on [LinkedIn](#), and on [YouTube](#).

Learn more about VLN® at [tryvln.com](#).

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 1, 2022, and in the Company’s Quarterly Report filed on August 9, 2022. 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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