

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): September 7, 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(d): Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On September 7, 2022, the Board of Directors (the “Board”) of 22nd Century Group, Inc. (the “Company”) expanded the number of directors to eight members and appointed Lucille S. Salhany to be a Class III director on the Board, effective immediately.

Lucille Salhany, age 76, has served as President and Chief Executive Officer of JHMedia, a consulting company she founded, since 1997. She was also one of the founding partners of Echo Bridge Entertainment and CEO & President of LifeFX Networks, Inc. After serving as Chairperson of the Twentieth Television division of Fox, Ms. Salhany was appointed as the Chairmanship of Fox Broadcasting. After chairing Fox, Ms. Salhany accepted the post of Chief Executive Officer and President of United Paramount Network (UPN), launching and growing UPN to become the fifth major broadcast network. She also previously served on the Board of Directors for Echo Bridge Entertainment, Compaq / Hewlett-Packard, Fox, Inc., Avid Technologies, and American Media, Inc. Ms. Salhany was also a trustee of Emerson College and Lasell College, where she received Honorary Doctorates.

Ms. Salhany is independent under the rules of the NASDAQ market and will receive the same compensation as the Company’s other non-employee directors. The Board will appoint Ms. Salhany to Board committees at a future date.

There are no family relationships between Ms. Salhany and any director or other executive officer of the Company nor are there any transactions between Ms. Salhany or any member of her immediate family and the Company or any of its subsidiaries that would be reportable as a related party transaction. Ms. Salhany was nominated pursuant to the terms of the Reorganization and Acquisition Agreement with GVB Biopharma (“GVB”) and thereafter approved by the Company’s Governance and Nominating Committee. Other than in connection with the transaction with GVB, there are no other arrangements or understandings between Ms. Salhany and any other persons or entities pursuant to which Ms. Salhany was appointed as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On September 12, 2022, the Company issued a press release regarding Ms. Salhany being appointed as a director to the Board, which press release is attached hereto 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 12, 2022

/s/ Steven P. Przybyla

Steven P. Przybyla

Vice President, General Counsel and Secretary

22nd Century Group (Nasdaq: XXII) Appoints Accomplished Media Executive Lucille S. Salhany to Its Board

Pioneer Entertainment Executive to Extend Digital Media Expertise to Company's Mission in Tobacco Harm Reduction and Raise Profile in Hemp/Cannabis Industry

BUFFALO, N.Y., September 12, 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 the appointment of Lucie S. Salhany to its Board of Directors. Ms. Salhany is a highly accomplished media executive with extensive experience in assessing and understanding the consumer landscape, positioning unique products for successful launch utilizing digital media, corporate strategy, and entrepreneurial ventures. She is widely recognized for her appointment as the first woman chair of a major broadcast network, which was earned through her unparalleled track record of successful growth and expansion in the industry. Ms. Salhany will serve as a member of the Corporate Governance and Nominating and Finance committees.

“I am delighted that Lucie has chosen to join 22nd Century’s board of directors. Her well-established track record of success in business along with her strong background in and knowledge of the media industry will be extremely valuable for the Company as we execute on our mission to reduce the harm caused by smoking, launch VLN®, and monetize our hemp/cannabis operations,” said 22nd Century Board Chair Nora B. Sullivan. “We are confident her contributions will help raise 22nd Century’s profile in the consumer marketplace and mainstream media. Lucie’s appointment also reflects our continued commitment to the diversity of our Board, and I very much look forward to her perspective and contributions in the board room.”

“Lucie is an extremely talented business executive who has always been well ahead of her time, due to her unique ability to understand what will sell in the marketplace and to consumers. We are fortunate to welcome her to our board of directors where we are confident that her key relationships across the industry will benefit 22nd Century Group. We look forward to Lucie’s knowledge, ingenuity, and perspective as we launch VLN® and elaborate on our mission of tobacco harm reduction,” said Corporate President and CEO James A. Mish.

Ms. Salhany is currently President and CEO of her own consulting company, JHMedia. She was also one of the founding partners of Echo Bridge Entertainment and CEO & President of LifeFX Networks, Inc.

After serving as Chairperson of the Twentieth Television division of Fox, Ms. Salhany was appointed the first woman in history to head a major television network when she accepted the Chairmanship of Fox Broadcasting. After chairing Fox, Ms. Salhany accepted the post of Chief Executive Officer and President of United Paramount Network (UPN), launching and growing UPN to become the fifth major broadcast network. She also served on the Board of Directors for Echo Bridge Entertainment, Compaq / Hewlett-Packard, Fox, Inc., Avid Technologies, and American Media, Inc. Ms. Salhany was also a trustee of Emerson College and Lasell College, where she received Honorary Doctorates.

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.

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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.

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Lucie S. Salhany



New Board Member of 22nd Century Group
Source: 22nd Century Group
