

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>KENNEDY JAMES A C</u>  (Last) (First) (Middle) C/O THE CANNABIST COMPANY HOLDINGS INC. 680 FIFTH AVENUE, 24TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 02/14/2022	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Cannabist Co Holdings Inc. [ CBSTF ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> 02/15/2022
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	92,464	D	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Proportionate Voting Shares	(1)	(1)	Common Shares	18,234.28	0	I	Held by 2008 Kennedy Family Trust dtd 07/25/2008
Restricted Stock Units	(2)	(2)	Common Shares	6,154	(3)	D	
Restricted Stock Units	(4)	(4)	Common Shares	36,171	(3)	D	
Proportionate Voting Shares	(1)	(1)	Common Shares	2,505.43	0	I	Held by Ann Kennedy Trust <sup>(5)</sup>

**Explanation of Responses:**

- Each proportionate voting shares is convertible into 100 common shares of the Issuer.
- 18,461 restricted stock units ("RSUs") were granted on April 29, 2019, with 12,307 RSUs vesting prior to February 14, 2022. The remaining 6,154 RSUs vested on April 29, 2022. Settlement of vested RSUs will occur within 60 days of the applicable vesting date.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- The restricted stock units ("RSUs") were granted on July 2, 2021, and fully vest on the date of the Issuer's 2022 annual shareholder meeting. Settlement of vested RSUs will occur as soon as administratively feasible following the applicable vesting date.
- A trust controlled by the reporting person's spouse.

**Remarks:**

THIS FORM 3 AMENDMENT IS BEING FILED TO INCLUDE THE 2,505.43 proportionate voting shares held by the Ann Kennedy Trust Exhibit 24.1 Power of Attorney (incorporated by reference as Exhibit 24.1 to Form 3 filed with Securities and Exchange Commission on February 15, 2022)

/s/ David Sirolly as  
attorney-in-fact for James 11/13/2023  
A.C. Kennedy

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**