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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 1-U**

Current Report Pursuant to Regulation A

**Date of Report: March 27, 2020**  
(Date of earliest event reported)

**HIGHTIMES HOLDING CORP.**

(Exact name of issuer as specified in its charter)

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**Delaware**

(State or other jurisdiction of  
incorporation or organization)

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**81-4706993**

(I.R.S. Employer  
Identification No.)

**2110 Narcissus Ct.  
Venice, California 90291**

(Full mailing address of principal executive offices)

**(844) 933-3287**

(Issuer's telephone number, including area code)

Title of each class of securities issued pursuant to Regulation A: Class A voting Common Stock, par value \$0.0001 per share

This Current Report on Form 1-U is issued in accordance with Rule 257(b)(4) of Regulation A, and is neither an offer to sell any securities, nor a solicitation of an offer to buy, nor shall there be any sale of any such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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## ITEM 9. OTHER EVENTS

On March 27, 2020, Hightimes Holding Corp., a Delaware corporation (the “Company”), issued a press release announcing that it has entered into a letter of intent with Humboldt Heritage, Inc., a California corporation (“Humboldt”), to acquire Humboldt and its subsidiaries Humboldt Sun Growers Guild and Grateful Eight LLC.

Humboldt Heritage, Inc., was founded in 2015 by seven local farmers who sought to better serve the farming community in the region. Headquartered in Humboldt County, CA, Humboldt provides manufacturing, processing and distribution of cannabis products under its two wholly-owned subsidiaries, Humboldt Sun Growers Guild and Grateful 8. HSGG provides processing, white labeling services, and is the exclusive distributor of their flagship brands *True Humboldt* and *Region*.

A copy of the press release is attached hereto as Exhibit 15.1.

Consummation of the acquisition is subject to certain conditions, including the negotiation and execution of definitive purchase agreements and exhibits.

The information contained herein, including Exhibit 15.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall the information be deemed incorporated by reference into any of our Securities and Exchange Commission filings, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

Pursuant to the requirements of Regulation A, the issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Hightimes Holding Corp.**  
a Delaware corporation

by: /s/ Adam E. Levin  
Name: Adam E. Levin  
Its: Executive Chairman of the Board  
Date: March 27, 2020

**Exhibits to Form 1-U**

**Index to Exhibits**

**Exhibit No.** **Description**

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15.1 [Press Release, dated March 27, 2020.](#)



### Hightimes Holding Corp. Signs LOI to Acquire Humboldt Heritage Inc.

LOS ANGELES - Mar. 27, 2020 — Hightimes Holding Corp., the owner of High Times®, the most well-known brand in cannabis, has announced today the signing of a letter of intent to acquire California-based cannabis holding company Humboldt Heritage Inc. and its subsidiaries Humboldt Sun Growers Guild and Grateful Eight LLC.

The Humboldt Heritage acquisition provides High Times with cannabis growing, processing and product manufacturing capabilities direct from the most coveted cannabis community in the world, Humboldt County. Coupled with High Times's retail expansion plans, the resulting company will become one of the state's largest vertically-integrated operators, providing High Times exclusive access to 18 unique Northern California-based brands including *True Humboldt* and leading cannagar producer *Cuba Libre*.

"High Times's mission is to connect consumers to cannabis – not only the best access and experience, but by producing the best products available for our consumers across the country, and eventually the world," Adam Levin, Hightimes Holding Corp.'s Executive Chairman, said. "This addition adds 200+ of the best cannabis-producing farms in the world, and provides the rest of the capabilities we'll need to grow into the future as we expand the High Times family!"

"Joining with High Times allows our cultivators and their artisan brands unprecedented exposure to consumers as High Times reaches millions of people all over the world. The farmers in Humboldt County have been leading parallel missions to High Times over the past 45 years," says Barry Nachshon, CEO of Humboldt Heritage Inc. "Knowing that we will be part of the High Times family, as well as a key manufacturing and supply chain partner as the company enters the retail and delivery markets in California, is very exciting for our team."

Consummation of the acquisition of Humboldt Heritage is subject to customary closing conditions, including the negotiation and execution of definitive agreements.

Investors interested in the High Times Reg. A+ campaign are encouraged to visit [hightimesinvestor.com](https://www.hightimesinvestor.com) to view the High Times offering circular. You can also email [investor@hightimes.com](mailto:investor@hightimes.com) or call with the brand's investment hotline at **1 (833) BUY-HTHC** (833-289-4842). View our latest Regulation A+ offering circular and our SEC filings at <https://www.sec.gov/Archives/edgar/data/1714420/000149315219008495/partii.htm> and <https://www.sec.gov/cgi-bin/browse-edgar?company=hightimes&owner=exclude&action=getcompany>.

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## **About High Times**

For more than 45 years, High Times has been the world's most well-known cannabis brand – championing the lifestyle and educating the masses on the benefits of this natural flower. From humble beginnings as a counterculture lifestyle publication, High Times has evolved into hosting industry-leading events like the Cannabis Cup and the High Times Business Summit, while providing digital TV and social networks, globally distributed merchandise, international licensing deals and providing content for its millions of fans and supporters across the globe. In the world of Cannabis, High Times is the arbiter of quality. For more information on High Times visit <http://www.hightimes.com>.

## **About Humboldt Heritage Inc.**

Humboldt Heritage, Inc., was founded in 2015 by seven local farmers who sought to better serve the farming community in the region. Headquartered in Humboldt County, CA, HHI provides manufacturing, processing and distribution of cannabis products under its two wholly-owned subsidiaries, Humboldt Sun Growers Guild (HSGG) and Grateful 8. HSGG provides processing, white labeling services, and is the exclusive distributor of their flagship brands True Humboldt and Region.

## **Forward Looking Statements**

This press release contains information about Hightimes Holding Corp.'s view of its future expectations, plans and prospects that constitute forward-looking statements. Actual results may differ materially from historical results or those indicated by these forward-looking statements as a result of a variety of factors including, but not limited to, risks and uncertainties associated with its ability to maintain and grow its business, variability of operating results, its development and introduction of new products and services, marketing and other business development initiatives, among other things. For further information about Hightimes, Hightimes encourages you to review its filings with the Securities and Exchange Commission, including its Form 1-A Offering Circular dated July 27, 2018, its Offering Circular supplement dated May 31, 2019, and all subsequent filings, including its Current Report on Form 1-U, dated March 27, 2020.

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