

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

| | | | |
|--|---|---|---|
| 1. Name and Address of Reporting Person* <u>Millstreet Capital Management LLC</u> (Last) (First) (Middle) 545 BOYLSTON STREET, 8TH FLOOR (Street) BOSTON MA 02116 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/16/2024 | 3. Issuer Name and Ticker or Trading Symbol <u>Ascend Wellness Holdings, Inc.</u> [AAWH] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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) |
|---------------------------------|---|--|---|
| Class A Common Stock | 22,363,044 | I | See Footnote ⁽¹⁾ |

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 | | | |

1. Name and Address of Reporting Person*
Millstreet Capital Management LLC
 (Last) (First) (Middle)
 545 BOYLSTON STREET, 8TH FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Connolly Brian D
 (Last) (First) (Middle)
 545 BOYLSTON STREET, 8TH FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Kelleher Craig

| | | |
|-------------------------------|---------|----------|
| (Last) | (First) | (Middle) |
| 545 BOYLSTON STREET 8TH FLOOR | | |
| <hr/> | | |
| (Street) | | |
| BOSTON | MA | 02116 |
| <hr/> | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Millstreet Capital Management LLC ("Millstreet") provides investment advisory services to private investment funds and accounts ("Accounts") and, in such capacity, may be deemed to beneficially own shares of Class A Common Stock of the Issuer held for such Accounts. Mr. Connolly and Mr. Kelleher are Managing Members of Millstreet. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.

| | |
|---|-------------------|
| <u>/s/ Millstreet Capital Management LLC By: Craig M. Kelleher, Managing Member</u> | <u>12/26/2024</u> |
| <u>/s/ Brian D. Connolly</u> | <u>12/26/2024</u> |
| <u>/s/ Craig M. Kelleher</u> | <u>12/26/2024</u> |
| ** 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.