
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **March, 2021**.

Commission File Number: **001-40065**

IM Cannabis Corp.

(Exact Name of Registrant as Specified in Charter)

Kibbutz Glil Yam, Central District, Israel 4690500

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

SIGNATURE

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, thereunto duly authorized.

IM CANNABIS CORP.
(Registrant)

Date: March 15, 2021

By: /s/ Oren Shuster
Name: Oren Shuster
Title: Chief Executive Officer and Director

EXHIBIT INDEX

99.1 [News Release dated March 12, 2021](#)

99.2 [Form 8 - Notice of Proposed Prospectus Offering dated March 12, 2021](#)



IMC Announces Filing of Preliminary Short Form Base Shelf Prospectus

Toronto, Canada; Gili Yam, Israel - March 12, 2021 - IM Cannabis Corp. (the "**Company**" or "**IMC**") (CSE:IMCC, NASDAQ:IMCC), a multi-country operator ("**MCO**") in the medical cannabis sector with operations in Israel and Germany, has filed a preliminary short form base shelf prospectus (the "**Shelf Prospectus**") with the securities commissions or similar securities regulatory authorities in each of the provinces and territories of Canada, and will file a corresponding shelf registration statement on Form F-10 (the "**Registration Statement**") with the United States Securities and Exchange Commission ("**SEC**") under the Multijurisdictional Disclosure System established between Canada and the United States. The objective of filing the Shelf Prospectus and Registration Statement is to provide the Company with the financial flexibility to take advantage of financing opportunities and favourable market conditions, if and when needed, once the respective filings are made final and declared effective, as applicable.

The Shelf Prospectus, when made final, and the Registration Statement, when declared effective, will enable the Company to offer up to US\$250,000,000 (or its equivalent in other currencies) of common shares, warrants, subscription receipts, debt securities, units (collectively, the "**Securities**"), or any combination of such Securities from time to time, during the 25-month period that the Shelf Prospectus is effective. The specific terms of any offering under the Shelf Prospectus, when made final, and the intended use of the net proceeds will be established in a prospectus supplement, which will be filed with the applicable Canadian securities regulatory authorities and the SEC in connection with any such offering.

The Company may also use the Shelf Prospectus, when made final, in connection with an "at-the-market distribution" (as defined in National Instrument 44-102 *Shelf Distributions*) in accordance with applicable securities regulations, which would permit eligible Securities to be sold on behalf of the Company through the Canadian Securities Exchange ("**CSE**") or the NASDAQ Capital Market ("**NASDAQ**") as further described in the applicable prospectus supplement. Unless otherwise specified in a prospectus supplement, the Company may use the net proceeds from the sale of Securities for general corporate and working capital purposes, capital expenditures and future acquisitions, among other potential uses.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

A copy of the Shelf Prospectus can be found on SEDAR at www.sedar.com, and a copy of the Registration Statement, when filed, can be found on EDGAR at www.sec.gov.

About IM Cannabis Corp.

IMC is an MCO in the medical cannabis sector headquartered in Israel and with operations in Israel and Germany. Over the past decade, the Company believes that the IMC brand has become synonymous with quality and consistency in the Israeli medical cannabis market. The Company has also expanded its business to offer intellectual property-related services to the medical cannabis industry.

In Europe, IMC operates through Adjupharm GmbH ("**Adjupharm**"), a German-based subsidiary and EU-GMP certified medical cannabis distributor. IMC's European presence is augmented by strategic alliances with various pan-European EU-GMP cultivators and distributors to capitalize on the increased demand for medical cannabis products in Europe and bring the IMC brand and its product portfolio to European patients.

Disclaimer for Forward-Looking Statements

This press release contains "forward-looking information" and "forward-looking statements" within the meaning of applicable Canadian and United States securities laws (collectively, "**forward-looking information**"). Forward-looking information are often, but not always, identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "likely" and "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. Forward-looking information in this press release includes, without limitation, statements relating to the filing of the Registration Statement; effects of the Shelf Prospectus when made final and the Registration Statement when declared effective; the ability of the Company to conduct an "at-the-market distribution"; and the Company's planned use of proceeds from the Securities issued under the Shelf Prospectus, when made final or effective.

Forward-looking information is based on assumptions that may prove to be incorrect, including but not limited to the ability of the Company to execute its business plan, the continued growth of the medical and/or recreational cannabis markets in the countries in which the Company operates or intends to operate, the Company maintaining "de facto" control over Focus Medical Herbs Ltd. ("**Focus Medical**") in accordance with IFRS 10, Focus Medical maintaining its existing Israeli medical cannabis propagation and cultivation licenses and the expected decriminalization and/or legalization of adult-use recreational cannabis in Israel. The Company considers these assumptions to be reasonable in the circumstances. However, forward-looking information is subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those expressed or implied in the forward-looking information. Such risks include, without limitation: the failure of the Company to file the Registration Statement in a timely manner or at all; the failure of the Company to obtain the necessary regulatory approvals for the Shelf Prospectus to become final and the Registration Statement to be declared effective on a timely basis, if at all; the lack of financing opportunities or favourable market conditions once the Shelf Prospectus is made final and the Registration Statement is declared effective, when applicable; the failure of the Company and Trichome Financial Inc. (CSE:TFC)("Trichome") to complete the proposed acquisition of Trichome or obtain any requisite corporate, regulatory and court approvals in respect of the acquisition in a timely manner or at all; the Company's inability to capture the benefits associated with a successful acquisition of Trichome; unexpected disruptions to the operations and businesses of the Company and/or Focus Medical as a result of the COVID-19 global pandemic or other disease outbreaks including a resurgence in the cases of COVID-19; the Israeli government deciding to delay or abandon the decriminalization and/or legalization of adult-use recreational cannabis; any bill relating to the decriminalization and/or legalization of adult-use recreational cannabis in Israel being rejected by Israeli parliament; any change in the political environment which would negatively affect the decriminalization and/or legalization of adult-use recreational cannabis in Israel; engaging in activities considered illegal under United States federal law; the ability of the Company to comply with applicable government regulations in a highly regulated industry; unexpected changes in governmental policies and regulations affecting the production, distribution, manufacture or use of medical cannabis in Israel, Germany, or any other foreign jurisdictions in which the Company intends to operate; unexpected changes in governmental policies and regulations affecting the production, distribution, manufacture or use of adult-use recreational cannabis in Canada; any failure of the Company to maintain "de facto" control over Focus Medical in accordance with IFRS 10; the Company and Focus Medical having to rely on third party cannabis producers to supply the Adjupharm and Focus Medical with product to successfully fulfill previously announced sales agreements and purchase commitments; the ability of Focus Medical and Adjupharm to deliver on their sales commitments; the risk that regulatory authorities in Israel may view the Company as the deemed owner of more than 5% of Focus Medical in contravention to Israeli rules restricting the ownership of Israeli cannabis cultivators and thereby jeopardizing Focus Medical's cannabis propagation or cultivation licenses; any unexpected failure of Focus Medical to renew its propagation or cultivation licenses with the Israeli Ministry of Health; any unexpected failure of Focus Medical to maintain any of its commercial facilities or land lease agreements; any unexpected failure of Adjupharm to renew its production, wholesale, narcotics handling or import/export licenses, permits, certificates or approvals; the Company's reliance on management; the lack of additional merger and acquisition opportunities; inconsistent public opinion and perception regarding the use of cannabis; perceived effects of medical cannabis products; the Company's ability to maintain or improve the brand position of the IMC brand in Israel's medical cannabis market; political instability and conflict in the Middle East; adverse market conditions; the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses; costs of inputs; crop failures; litigation; currency fluctuations; competition; industry consolidation; failure to meet NASDAQ's and CSE's continued listing requirements; and loss of key management and/or employees.

For more information:

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FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

Please complete the following:

Name of Listed Issuer: IM Cannabis Corp. (the "Issuer").

Trading Symbol: IMCC

Date: March 12, 2021

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: _____.

Issued and Outstanding Securities of Issuer Prior to Proposed Prospectus Offering: As of March 11, 2021, 40,258,821 common shares (each a **Common Share**"); 9,390,324 common share purchase warrants (each a **Warrant**"); 674,414 broker compensation options ("**Compensation Options**"); and 2,924,055 options to purchase Common Shares ("**Options**").

Date of News Release Announcing Proposed Prospectus Offering: March 12, 2021.

(or provide explanation if news release not disseminated yet and expected date or circumstances that are expected to trigger news release dissemination)

1. Prospectus Offering

1. Description of securities to be issued:

- (a) Class Common Shares, Warrants, debt securities, subscription receipts, units (collectively, the 'Securities').
- (b) Number Up to US\$250 million.
- (c) Price per security N/A
- (d) Voting rights One vote per Common Share.

2. Provide details of the net proceeds to the Issuer as follows:

- (a) Per security: N/A
- (b) Aggregate proceeds: Up to US\$250 million.

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

January 2015

Page 1

3. Provide description of any Warrants (or options) including:
- (a) Number Not fixed.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) Not fixed.
 - (c) Exercise price Not fixed.
 - (d) Expiry date Not fixed.
 - (e) Other significant terms _____ .

4. Provide the following information if debt securities are to be issued:

- (a) Aggregate principal amount Not fixed.
- (b) Maturity date Not fixed.
- (c) Interest rate Not fixed.
- (d) Conversion terms Not fixed.
- (e) Default provisions Not fixed.

5. Details of currently issued and outstanding shares of each class of shares of the Issuer: As of March 11, 2021, there are (i) 40,258,821 Common Shares issued and outstanding; (ii) 9,390,324 Warrants outstanding, of which four Warrants are exercisable for one Common Share at an exercise price of \$5.20 per Common Share; (iii) 674,414 Compensation Options, of which four Compensation Options are exercisable for one unit at an exercise price of \$4.20 per unit (each unit comprising of one Common Share and one-half of one warrant, with each whole warrant exercisable for one common share at an exercise price of \$5.20 per common share); and 2,924,055 Options each exercisable for one Common Share at exercise prices between \$1.60 to \$10.00 per Common Share.

6. Describe any unusual particulars of the offering (i.e. tax "flow through" shares, special warrants, etc.).

This prospectus is a preliminary base shelf prospectus (the "Prospectus") that qualifies the distribution of up to an aggregate of US\$250,000,000 of any combination of Securities in one or more series or issuances. The Prospectus may qualify as an "at-the-market" distribution as defined in National Instrument 44-102 - Shelf Distributions.

7. Provide details of the use of the proceeds:

The use of proceeds from the sale of Securities, including any determinable business objectives and milestones at the applicable time, will be described in a prospectus supplement relating to a specific issuance of Securities. Among potential uses, the Issuer may use the net proceeds from the sale of Securities for future acquisitions, for capital expenditures and for general corporate and working capital purposes.

8. Provide particulars of any proceeds of the offering which are to be paid to Related Persons of the Issuer: N/A _____

9. Provide details of the amounts and sources of any other funds that will be available to the Issuer prior to or concurrently with the completion of the offering None.

10. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the offering (including warrants, options, etc.):

(a) Details of any dealer, agent, broker, finder or other person receiving compensation in connection with the offering (name, address, beneficial ownership where applicable) N/A.

(b) Cash N/A.

(c) Securities N/A.

(d) Other N/A.

(e) Expiry date of any options, warrants etc. N/A.

(f) Exercise price of any options, warrants etc. N/A.

11. State whether the sales agent, broker, dealer, finder, or other person receiving compensation in connection with the offering is a Related Person of the Issuer with details of the relationship: N/A.

FORM 8

NOTICE OF PROPOSED PROSPECTUS OFFERING

January 2015

Page 3

12. Provide details of the manner in which the securities being offered are to be distributed. Include details of agency agreements and sub-agency agreements outstanding or proposed to be made including any assignments or proposed assignments of any such agreements and any rights of first refusal on future offerings: The Securities may be offered in any combination of Securities in one or more series or issuances, with a total offering price of such Securities, in the aggregate, of up to US\$250,000,000 (or the equivalent thereof in other currencies). The Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the sale and set forth in an accompanying prospectus supplement.
13. Attach any term sheet, engagement letter or other document setting out terms, conditions or features of the proposed offering.

FORM 8
NOTICE OF PROPOSED PROSPECTUS OFFERING
January 2015
Page 4

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 8 Notice of Proposed Prospectus Offering is true.

Dated March 12, 2021.

Oren Shuster
Name of Director or Senior Officer

"Oren Shuster"
Signature

Chief Executive Officer
Official Capacity