
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 November 2022.

Commission File Number: 001-40065

IM Cannabis Corp.

(Exact Name of Registrant as Specified in Charter)

Kibbutz Gllil 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.

INCORPORATION BY REFERENCE

Exhibit 99.1 of this Form 6-K of IM Cannabis Corp. (the "Company") is hereby incorporated by reference into the Registration Statement on Form F-10 (File No. 333-254255) of the Company, as amended or supplemented.

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: November 10, 2022

By: /s/ Oren Shuster

Name: Oren Shuster

Title: Chief Executive Officer and Director

EXHIBIT INDEX

[99.1](#) [FORM 51-102F3 Material Change Report dated November 10, 2022](#)

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 — Name and Address of Company

IM Cannabis Corp. (the “Company”)
Suite 2300 – 550 Burrard Street
Vancouver, BC, Canada, V6C 2B5

Item 2 — Date of Material Change

The date of the material change was November 7, 2022.

Item 3 — News Release

A news release disclosing the material change was issued by the Company through the services of Canadian Newswire on November 7, 2022 and subsequently filed on the Company’s SEDAR profile at www.sedar.com.

Item 4 — Summary of Material Change

On November 7, 2022, the Company announced that it is commencing exit of the Canadian cannabis market to focus its resources on pursuing growth opportunities in Israel, Germany and Europe.

In connection with the announced restructuring, the Company’s wholly-owned Canadian subsidiary, Trichome Financial Corp. (“**Trichome Financial**”), and certain of its wholly-owned subsidiaries, including Trichome JWC Acquisition Corp., MYM Nutraceuticals Inc., Trichome Retail Corp., MYM International Brands Inc., and Highland Grow Inc. (collectively with Trichome Financial, “**Trichome**”), filed and obtained creditor protection under the Canadian *Companies’ Creditors Arrangement Act* (“**CCAA**”) pursuant to an order of the Ontario Superior Court of Justice (Commercial List) (the “**Court**”). The CCAA proceedings are solely in respect of Trichome. As such, the Company’s other assets and subsidiaries, including those in Israel and Germany, are not parties to the CCAA proceedings.

Item 5 — Full Description of Material Change

5.1 – Full Description of Material Change

On November 7, 2022, the Company announced that it is commencing exit of the Canadian cannabis market to focus its resources on pursuing growth opportunities in Israel, Germany and Europe.

In connection with the announced restructuring, the Company’s wholly-owned Canadian subsidiary, Trichome, filed and obtained creditor protection under the CCAA pursuant to an order of the Court. The CCAA proceedings are solely in respect of Trichome. As such, the Company’s other assets or subsidiaries, including those in Israel and Germany, are not parties to the CCAA proceedings.

The CCAA proceedings will afford Trichome the stability and flexibility required to restructure its business, including through a sale and investment solicitation process to be approved by the Court. Accordingly, the Company’s operations in Canada are expected to continue through Trichome until a sale transaction or one or more other restructuring transactions is completed.

Court materials filed in connection with Trichome’s CCAA proceedings can be found at <https://www.ksvadvisory.com/insolvency-cases/case/trichome>.

5.2 – Disclosure for Restructuring Transactions

Not applicable.

Item 6 — Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 — Omitted Information

Not applicable.

Item 8 — Executive Officer

Yael Harrosh
Chief Legal and Operations Officer
+972-54-6687515

Item 9 — Date of Report

November 10, 2022