

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): October 23, 2026

Canopy Growth Corporation
(Exact name of registrant as specified in its charter)

Canada
(State or other jurisdiction
of incorporation)

001-38496
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

1 Hershey Drive
Smiths Falls, Ontario
(Address of principal executive officers)

K7A 0A8
(Zip Code)

(855) 558-9333
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	CGC	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 25, 2026, Canopy Growth Corporation (“Canopy Growth”) convened and adjourned to, and reconvened on, October 23, 2026, its 2026 Annual General and Special Meeting of Shareholders (the “Annual Meeting”). A total of 423,037,675 common shares of Canopy Growth (“Shares”) were entitled to vote as of July 31, 2026, the record date for the Annual Meeting. There were 154,837,897 Shares represented at the Annual Meeting, at which Canopy Growth’s shareholders were asked to vote on seven proposals, each of which is described in more detail in Canopy Growth’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on August 7, 2026 (the “Proxy Statement”). Set forth below are the matters acted upon by Canopy Growth’s shareholders, and the final voting results of each such proposal.

Proposal No. 1: Election of Director Nominees.

Votes regarding the election of the five director nominees were as follows:

Director Name	Votes For	Votes Against	Broker Non-Votes
David Lazzarato	78,059,502	11,499,873	65,278,522
Theresa Yanofsky	76,020,874	13,538,500	65,278,522
Luc Mongeau	79,871,589	9,687,785	65,278,522
Shan Atkins	79,773,303	9,786,072	65,278,522
Joseph Bayern	79,713,027	9,846,347	65,278,522

Based on the votes set forth above, Canopy Growth’s shareholders elected each of the five nominees set forth above to serve as a director of Canopy Growth until the next annual general meeting of shareholders or until his or her successor is duly elected or appointed.

Proposal No. 2: MNP Appointment.

The proposal to appoint MNP LLP, Certified Public Accountants (“MNP”), as Canopy Growth’s auditor and independent registered public accounting firm for the fiscal year ending March 31, 2027 and to authorize the board of directors of Canopy Growth (the “Board”) or any responsible committee thereof to fix their remuneration received the following votes:

Votes For	Votes Withheld	Broker Non-Votes
130,265,593	8,253,188	—

Based on the votes set forth above, Canopy Growth’s shareholders approved the proposal to appoint MNP.

Proposal No. 3: Share Consolidation

The proposal to adopt a special resolution approving an amendment to Canopy Growth’s articles to, among other things, to provide that the authorized capital of Canopy Growth be altered by consolidating all of the issued and outstanding Shares and Canopy Growth exchangeable shares (the “Exchangeable Shares”) on the basis of a ratio to be determined by the Board, in its sole discretion, within a range of one post-consolidation share for every five to fifteen outstanding pre-consolidation shares, at anytime prior to September 25, 2027 (or the date that is 12 months immediately following the date that any adjourned or postponed Meeting is reconvened or held, as the case may be), with the exact ratio to be set at a whole number within this range by the Board in its sole discretion and applicable for both the Shares and Exchangeable Shares (the “Share Consolidation Resolution”), as further described in the Proxy Statement, received the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
121,567,723	28,460,796	4,809,378	—

Based on the votes set forth above, Canopy Growth’s shareholders approved the Share Consolidation Resolution.

Proposal No. 4: Adoption of Advance Notice By-Law

The proposal to adopt an ordinary resolution to ratify and approve By-Law No. 2 of Canopy Growth, which establishes advance notice and certain other requirements for shareholders of Canopy Growth to propose director nominations for shareholder meetings of Canopy Growth (the “Advance Notice By-Law Resolution”), as set forth in the Proxy Statement, received the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
77,552,719	8,117,831	3,888,825	65,278,522

Based on the votes set forth above, Canopy Growth’s shareholders approved the Advance Notice By-Law Resolution.

Proposal No. 5: Renewal of Omnibus Incentive Plan

The proposal to adopt an ordinary resolution to approve all unallocated entitlements under Canopy Growth’s Omnibus Incentive Plan (the “Renewal of Omnibus Incentive Plan Resolution”), as set forth in the Proxy Statement, received the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
73,600,900	11,848,575	4,109,898	65,278,522

Based on the votes set forth above, Canopy Growth’s shareholders approved the Renewal of Omnibus Incentive Plan Resolution.

Proposal No. 6: Advisory, Non-Binding Vote on Compensation of Canopy Growth’s Named Executive Officers.

The advisory (non-binding) vote on the compensation of Canopy Growth’s named executive officers (the “NEOs”), as set forth in the Proxy Statement, received the following votes:

Votes For	Votes Against	Abstain	Broker Non-Votes
72,046,152	13,265,855	4,247,368	65,278,522

Based on the votes set forth above, Canopy Growth’s shareholders approved, on an advisory basis, the compensation of the NEOs.

Proposal No. 7: Advisory, Non-Binding Vote on the Frequency of Votes on the Compensation of the NEOs.

The advisory (non-binding) vote on the frequency of future advisory (non-binding) votes on the compensation of the NEOs at either 1 year, 2 years or 3 years, as set forth in the Proxy Statement, received the following votes:

1 Year	2 Years	3 Years	Abstain	Broker Non-Votes
80,098,423	1,726,567	2,972,628	4,761,755	65,278,522

Shareholders indicated, on an advisory basis, that they preferred that there be an advisory (non-binding) vote on the compensation of the NEOs every “1 Year”. In light of the recommendation of the Board that future “say-on-pay” votes occur every “1 Year” and the results of the shareholder vote on Proposal No. 7, Canopy Growth intends to continue to submit to its shareholders a non-binding advisory vote on the compensation of the NEOs at every annual meeting of shareholders until the next required advisory vote on the frequency of shareholder votes on the compensation of the NEOs, which is expected to occur in 2032.

SIGNATURES

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 hereunto duly authorized.

CANOPY GROWTH CORPORATION

By: /s/ Tom Stewart

Tom Stewart

Chief Financial Officer

Date: October 23, 2026
