

0001493152-25-0061946-K Intercure Ltd. 2025021220250212184528184529184529 0 0001493152-25-006194 6-K 3 20250212 20250213 20250212 Intercure Ltd. 0001857030 2834 000000000 L3 1231 6-K 34 001-40614 25616543 85 MEDINAT HA-YEHUDIM STREET HERZLIYA L3 4676670 972774605012 85 MEDINAT HA-YEHUDIM STREET HERZLIYA L3 4676670 6-K 1 form6-k.htm

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 of the Securities Exchange Act of 1934

For the month of February 2025 (Report No. 2)

Commission File Number: 001-40614

INTERCURE LTD. (Translation of registrant's name into English)

85 Medinat ha-Yehudim Street Herzliya, 4676670, Israel Tel: +972 77 460 5012 (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

On February 12, 2025, InterCure Ltd. (the "Company") announced that Mr. Ehud Barak will step down as Chairman of the Board, effective February 13, 2025, and will be succeeded by Mr. Alexander Rabinovich who has successfully led the Company as CEO for the past five years. The Company further announced the completion of the financing previously reported on the Company's Report on Form 6-K dated December 19, 2024. Attached hereto as Exhibit 99.1 and incorporated herein is the Company's press release titled "InterCure Names Alex Rabinovich as Chairman Replacing Ehud Barak," announcing such updates.

Exhibit No. 99.1

Press Release issued by InterCure Ltd. on February 12, 2025, titled "InterCure Names Alex Rabinovich as Chairman Replacing Ehud Barak."

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, thereunto duly authorized.

INTERCURE LTD.

Date: February 12, 2025

/s/ Amos Cohen

Amos Cohen

Chief Financial Officer

EX-99.1 2 ex99-1.htm

Exhibit 99.1

InterCure Names Alexander Rabinovich as Chairman Replacing Ehud Barak

NEW YORK & HERZLIYA, Israel, February 12, 2025

InterCure Ltd. (NASDAQ: INCR) (TASE: INCR) (dba Cannodoc) (the "InterCure" or the "Company"), announces today that Mr. Ehud Barak will step down as Chairman of the board of directors of the Company (the "Board"), effective February 13, 2025. He will be succeeded by Mr. Alexander Rabinovich, who has successfully led the Company as CEO for the past five years, executing hundreds of percentages of profitable growth, building strategic international partnerships, and establishing InterCure's position as a leader in pharmaceutical cannabis.

Mr. Barak, who is marking his 83rd birthday today, has decided to pursue personal endeavors after six years of service as Chairman of our Board. InterCure extends its deepest appreciation to Mr. Barak for his contributions, which has helped guide the Company's progress alongside its executive team. The Company wishes him all the best in his future endeavors and congratulates him on his birthday.

Further to the Company's Report on Form 6-K dated December 19, 2024 (the "Report"), announcing the private placement financing and the approval of the item on the agenda of the Company's extraordinary general meeting on February 3, 2025, InterCure successfully completed its financing, securing NIS 66 million (approximately \$18.2 million) to support the recovery of Nir Oz Facility. The financing also included the issuance of warrants which may further increase the proceeds up to a total of approximately NIS 107 million (approximately \$29.8 million) if fully exercised, to support the post-war expansion of the facility in collaboration with the "Tkumah" administration. The funding includes investments from key shareholders of the Company, including our CEO, Mr. Rabinovich, as well as lead investors Mr. Yaron Yakobi and Mr. Ynon Hagag. The completion included the receipt of funds under a loan agreement from a leading Israeli bank previously announced in the Report, further strengthening its ability to recover and execute its operations in accordance with its strategic plans. In addition, the Company anticipates receiving additional substantial payments from the Israeli authorities as part of the full compensation for war-related damages, including loss of profits the Company is entitled to.

InterCure is currently executing its war recovery plan restoring the Nir Oz facility, re-launching its products aside new products and rebuilding its pharmaceutical cannabis portfolio to meet patient needs.

joined InterCure over six years ago, deeply believing in the power of pharmaceutical cannabis to improve the lives of patients around the globe. Throughout my time with the Company, we have upheld the highest professional standards, ensuring access to high-quality pharmaceutical standard cannabis products for those who need it most. I am incredibly proud of what we have achieved together," said Mr. Barak. "We faced great challenges, particularly following the events of October 7, 2023, which severely impacted our Nir Oz facility, and impacted our communities and employees. However, under the exceptional leadership of Alex, the Board, and our dedicated employees, InterCure is returning stronger than ever. I extend my deepest gratitude to Alex, the Board, and everyone who has been part of this journey. InterCure will always have a special place in my heart, and I am confident that the Company will continue to lead and innovate in the global pharmaceutical cannabis market."

During his six years as our Chairman, Ehud has made meaningful contributions not only to InterCure but to our young industry, improving the quality of life of many patients. I sincerely appreciate his insights and support throughout the years," said Mr. Alexander Rabinovich, CEO and incoming Chairman of the Board. "As we look ahead, we remain focused on completing the rehabilitation of our Nir Oz facility, a process that remains ongoing and essential for our recovery. We appreciate the strong vote of confidence from our investors and remain committed to ensuring the Company's long-term stability and growth. At the same time, we continue to work closely with the Israeli authorities to secure the necessary support for the damages sustained. We remain hopeful for a swift end to the ongoing war and the return of all hostages, including our employees and our close friends from the kibbutzim surrounding the Gaza strip, to their homes. We believe that completing the post-war damage recovery processes will enable the Company to return to profitable growth without further delay, including exercising the Cookies agreement and expanding international operations in Germany, the UK, and Australia. With the successful financing round, we are reinforcing our position and ensuring patients continue to have access to a highest quality medical cannabis."

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the ordinary shares or warrants 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.

About InterCure (dba Cannodoc)

InterCure (dba Cannodoc) (NASDAQ: INCR) (TASE: INCR) is the leading, profitable, and fastest growing cannabis company outside of North America. Cannodoc, a wholly owned subsidiary of InterCure, is Israel's largest licensed cannabis producer and one of the first to offer Good Manufacturing Practices (GMP) certified and pharmaceutical-grade medical cannabis products. InterCure leverages its market leading distribution network, best in class international partnerships and a high-margin vertically integrated "seed-to-sale" model to lead the fastest growing cannabis global market outside of North America.

For more information, visit www.intercure.co

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements may include, but are not limited to, the Company's success of its global expansion plans, its ability to expand the Nir Oz facility, its ability to recover and

[illegible]

X9>#OL5Y.+S6+R9[W4+A>CS/R0/8=/SJL5#\$X;+ITLQ?O2<7! M-W:WYGN[1>WF_06\$GA<3F4*N6)D_ ^
JUXGXHMO%UW^U5 MKJ^#+S3[+4 [%A,DFI(7C,?R9 !YSBNQ_L;X]]##X4 P# 9 \ XFNW&4JT
MH8=PQ4::]G#1RDNG9)HX,#5HPGB%/"2J/VL]5&+6 =M,]*T3X<^%_ #=^+W2M M L-/NU4J)[>!4<]1D5T@Z5R?P[M?
&-KI5POC2]TZ]U S9A?34*((\#@@@(A_U+V\TKW,]*IKI-C'J3Z@MI M^Z>6UR(QYC*/X2W7'M7H8/%+##*J
MFK\\''TNT[_@>;C<(\4Z+3MR34O6R:M^)XG^U,?WWPW_ .QBB_D:]W/6JE_I
M%CJI@^VV<%V8'\$L7GQA_+K=.OBE6PU'#I?P^;7OS.XL/@W1Q5?\$- MW53ET()KW1H#)X3\71>3?6J\+:7F05E'H&P?
QS[5]% M?"<_ \6Q\+? \ 8-@_] %=%J&G6FK6DEK>VT5Y;24+!8^KBJ<_ M3;O;HVR#5S_Q*:[_K@_ \ Z":\D_9(_P"2+V?
%_7? HY]]E9 M0Z,K,",\$'N*KK:=I=GH]]+:PM8;*W!+"&,(H).2<#CFO/IXI0P=3"VUE*+O M_A4E_P"W'H5,(YXVGBKZ1C*
O\3B_P_4M5\T?#OXD>&? /QC^+(\0ZQ;Z4; MG4H_)\$^?GV[\XP#TR/SKZ6K\$O/ WAS4+J2YNM!TVYN)3N>66U1F8^I)'
=& MQ=##PK4L1%N-1)>ZTFK24NJ?8Y\QP=?\$3HUL/)*5.3?O)M.\7'HUW.4_X:-^ M&O\ T-JA_P"/_P#Q-
;_A#XF^%O'UQ<0>']:M]5EMU#RI!NR@)P"<@5-_PKGPMI_T+6D_ ^ LL5BEB(48I6]G M'E]?>;O^)MA,(\.O*3O[27-Z>
[%6_ \&^#[,_ "OXD:_ \,KQV&GS,VIZ\$[]# M\$W+QC_=_H:]>=\;>\$K+QWX5U/0=07-
K>PF)F'5#V8>X.#^%:%QH]A=W]O>SV4 M\$MY;@B&X>,&2//7:W4?A5RM,7CGB,1'%P7+4LFWWDOM+UT;\
[F6#P"PV'EA) MOFIW:2[1?V7Z7:7E8^?? GQ3O/@R8?!7Q*62TBM?W6F^(0C-;74(^Z&8?=8# MC^=>FW?QJ\!6-
D;N;Q;I/DXSE+E7;'^Z,G]*ZK4]*LM9LWM=0M(+VV?AH;B, M.I_ UREK\%/ -C=BZ@'\Z/'.#N#?
9\$.#Z@8P*ZZF)R[%R=;\$4Y1F]^1KE;[I M/X;_ #79+8XJ]>%S+!Q5'#U(S@MN=/F2[-KXK?)]V]R'X:?:+XH7.IS:=HU]
M;:';E5M=5NEV)>'^+8IYP/6N:_:"\(:O XWJ M/4\9_.O7XXTAC6.-%C11A548 'H!3JY*6-CAL6L1AJ=HK3E;O=-6:;\U>]K;
MZ6.VK@98K!O#8JIS2>O,DE9IW32U^%VM>^VMSSKPQ^T!X\$\3Z2EZOB"STZ3; MF:TOY1#-
"W=2K8R1[5YQXQ\1K^T=XTT7PSX8\$ESX5TF\2^U;6-A\$+LG*Q(3) MX_YZ"O7];^\$O@OQ'?&]U/POI5[=LG6<%C:
MQC"P6T81%_<5W4;@<')U\)"7M-;I/".>.IXN^D8RC;_ \$XN_P#Y*>6?M'^#[W5/"]GXHT0%?\$ /AB;^T
M+8J.7C',B>^0,X]O>N\\!>;,/Q_X0TO7[%@8+V\$2%<_IP*]>+57!PP\U[T&^5^3WC]^J[7 M?[-+F7]Y;2^[1][+L?/.H^<-
=#\#?M9Z]?:]J4.F6CZ'# \$LLV_M<%SL.. >P->E? \-&?#7_ *&^P_ \ '_ \ XFNOU+P?H.LW;7-_HUA>W) !FN+9 M'<@=!DC-
5?\ A77A3_H6]) \ X \]*KC,OQ4:;KPGS1C&.DHV]U6OK%GET< M%F6\$E56'G#EE.4M8RO[SO;22,_PQ\8?!?C/55TS1/\$-I]-
^ZEU@BW;B!U/(K MLQ6-IG@_0=%NA'<_ \9DU'^\TW?Y)' MNX98A0_VEQ