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

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported) June 27, 2022

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**BRIGHT GREEN CORPORATION**  
(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-41395  
(Commission  
File Number)

83-4600841  
(I.R.S. Employer  
Identification Number)

401 East Las Olas Blvd.  
Suite 1400  
Ft. Lauderdale, FL 33301  
(Address of principal executive offices and zip code)

(201) 370-1140  
(Registrant's telephone number, including area code)

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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 Stock, par value \$0.0001 per share	BGXX	Nasdaq Stock Market LLC

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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.

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## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On June 27, 2022, Edward A. Robinson notified Bright Green Corporation (the “Company”) of his resignation from his position as the Company’s Chief Executive Officer (“CEO”). Additionally, on July 1, 2022, Mr. Robinson notified the Company of his resignation as a member of the Board of Directors (the “Board”). Mr. Robinson will continue to serve the Company as a capital markets advisor. Mr. Robinson served as CEO and a member of the Board since October 2019.

With the departure of Mr. Robinson as CEO, the Board, following recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Terry Rafih, the Company’s Chairman of the Board, as the interim CEO, effective July 1, 2022. Mr. Rafih will assume the role of interim CEO while continuing his role as the Chairman of the Board.

There are no family relationships between Mr. Rafih and any director or executive officer of the Company that are required to be disclosed pursuant to Item 401(d) of Regulation S-K (“Regulation S-K”) prescribed under US Securities Act of 1933, as amended (the “Securities Act”), and there are no arrangements or understandings between Mr. Rafih and any other persons pursuant to which Mr. Rafih was appointed to serve as interim CEO of the Company. Except as previously disclosed under the caption “Certain Relationships and Related Person Transactions” in the Company’s Registration Statement on Form S-1 (Registration No. 333-263918), originally filed with the Securities and Exchange Commission on March 29, 2022 and declared effective on May 13, 2022, which is incorporated herein by reference, there are no transactions between Mr. Rafih and the Company that would be reportable under Item 404(a) of Regulation S-K.

## **Item 7.01. Regulation FD Disclosure**

A press release dated July 1, 2022, announcing the foregoing changes, is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The information in Item 7.01 of this current report, including Exhibit 99.1 attached hereto, is furnished and shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be incorporated by reference in any filing under the Securities Act or the Exchange Act, except as set forth by specific reference in such filing.

## **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated July 1, 2022</a>
104	Cover Page Interactive Data File, formatted in Inline XBRL

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 1, 2022

**Bright Green Corporation**

By: /s/ Terry Rafih

Terry Rafih  
Chairman

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**Bright Green Announces CEO Transition**

*Ed Robinson to step down; Terry Rafih, Bright Green's Chairman of the Board, to assume interim position as CEO*

*Board initiates comprehensive search for permanent successor*

GRANTS, N.M., July 1, 2022 - Bright Green Corporation (Nasdaq: BGXX) ("Bright Green" or "the Company"), one of the very few companies selected by the U.S. government to grow, manufacture, and sell, legally under federal and state laws, cannabis and cannabis-related products for research, pharmaceutical applications and affiliated export, today announced that Ed Robinson is stepping down as Chief Executive Officer (CEO) and as a member of the Board of Directors (Board), to pursue other opportunities. Mr. Robinson will remain with the Company as a Capital Markets Advisor through 2023.

The Board has initiated a comprehensive search to identify a permanent CEO. Until a successor is named, the Board has appointed Chairman of the Board, Terry Rafih, as Interim CEO.

"We thank Ed for his dedication and work to guide Bright Green through an important period of growth. Under his leadership, the Company completed a direct listing on Nasdaq in May 2022, made notable progress as it prepares to grow, manufacture and market federally-compliant cannabis, and is positioned to advance its development of innovative, advanced agricultural ecosystems for medicinal plants," said Chairman of the Board and Interim CEO, Terry Rafih. "The Board looks forward to selecting a successor who will oversee the Company's next phase of growth."

**Forward-Looking Statements**

This press release contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date they were first issued and were based on current expectations, estimates, forecasts and projections as well as the beliefs and assumptions of management. Words such as "expect," "anticipate," "should," "believe," "hope," "target," "project," "goals," "estimate," "potential," "predict," "may," "will," "might," "could," "intend," "shall" and variations of these terms or the negative of these terms and similar expressions are intended to identify these forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond the company's control. The company's actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to, risks detailed in the company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission (the "SEC") on May 11, 2022 and in the company's Quarterly Report on Form 10-Q filed with the SEC on June 7, 2022, as well as other documents that may be filed by the company from time to time with the SEC. The forward-looking statements included in this press release represent the company's views as of the date of this press release. The company anticipates that subsequent events and developments will cause its views to change. The company undertakes no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing the company's views as of any date subsequent to the date of this press release. Additional information regarding these and other factors that could affect the company's results is included in the company's SEC filings, which may be obtained by visiting the SEC's website at [www.sec.gov](http://www.sec.gov).

**About Bright Green**

Bright Green is one of the very few companies selected by the US government to grow, manufacture, and sell, legally under federal and state laws, cannabis and cannabis-related products for research, pharmaceutical applications and affiliated export. Our conditional approval based on already agreed terms from the U.S. Drug Enforcement Administration gives us the opportunity to advance our vision of improving quality of life through the opportunities presented by cannabis-derived therapies. To learn more, visit [www.brightgreen.us](http://www.brightgreen.us).

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