

FORM 4

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

| OMB APPROVAL | |
|------------------------------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | | | |
|----------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* Jacoby & Co. Inc. | | 2. Issuer Name and Ticker or Trading Symbol Greenlane Holdings, Inc. [GNLN] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | |
| (Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300 | | 3. Date of Earliest Transaction (Month/Day/Year) 08/31/2021 | | | |
| (Street) BOCA RATON, FL 33487 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|----------------------------------------------------------------------|-------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Class C Common Stock | 08/31/2021 | | D | | 59,958,138 <u>(1)</u> | D \$ 0 0 | | D | |
| Class B Common Stock | 08/31/2021 | | A | | 19,986,046 <u>(1) (2)</u> | A \$ 0 19,986,046 | | D | |
| Class B Common Stock | 09/01/2021 | | C | | 3,988,000 <u>(3) (4)</u> | D \$ 0 15,998,046 | | D | |
| Class A Common Stock | 09/01/2021 | | C | | 3,988,000 <u>(3) (4)</u> | A \$ 0 3,988,000 | | D | |
| Class A Common Stock | 09/01/2021 | | J | | 3,988,000 <u>(3) (4)</u> | D \$ 0 0 | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|---|--------------------------------------------------------------------------------------------|-------------------------------------------------------------|------------|------------------------------------------------------------------|-----------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Common Units | <u>(3)</u> | 09/01/2021 | | C | | 3,988,000 <u>(4)</u> | <u>(3)</u> | <u>(5)</u> | Class A Common Stock | 3,988,000 | <u>(3)</u> | 15,998,046 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jacoby & Co. Inc. C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 BOCA RATON, FL 33487 | | X | | |

Signatures

| | |
|-------------------------------|------------|
| /s/ Aaron LoCascio | 09/02/2021 |
| Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Issuer's Amended and Restated Certificate of Incorporation filed with the Delaware Secretary of State on August 31, 2021 eliminates Class C common stock as a class of the Issuer's capital stock, and upon the closing of the the transactions contemplated by the Agreement and Plan of Merger, dated as of March 31, 2021, by and among Greenlane Holdings, Inc., Merger

- (1) Sub Gotham 1, LLC, Merger Sub Gotham 2, LLC and KushCo Holdings, Inc. (the "Merger Agreement"), all holders of Class C common stock received one-third of a share of Class B common stock for each share of Class C common Stock.
- (2) Received in exchange for 59,958,138 shares of the Issuer's Class C common stock pursuant to the Merger Agreement.
- Pursuant to the Third Amended and Restated Operating Agreement of Greenlane Holdings, LLC (the "Operating Company"), the common membership interests in the Operating Company (the "Common Units") are redeemable on a one-for-one basis for shares of Class A common stock of the Issuer, or, at the election of the Issuer, cash equal to a volume weighted average market price of a share of Class A common stock. Upon any redemption of Common Units, one share of Class B common stock is automatically forfeited and cancelled for each Common Unit so redeemed.
- (3)
- (4) On September 1, 2021, the Reporting Person received 3,988,000 shares of Class A common stock in connection with the redemption of 3,988,000 Common Units, which shares of Class A common stock were distributed to the shareholders of the Reporting Person. 3,988,000 shares of Class B common stock were subsequently cancelled.
- (5) The Common Units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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