

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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

(Print or Type Responses)

| 1. Name and Address of Reporting Person*<br>Cellucci Michael                     |   | 2. Issuer Name and Ticker or Trading Symbol<br>Greenlane Holdings, Inc. [GNLN] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) |   |            |       |  |   |  |
|--|---|--|--|---|---|------------|-------|--|---|--|
| (Last)   | (First)                                 | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/07/2021 |   | See remarks.  |            |       |  |   |  |
| C/O GREENLANE HOLDINGS, INC., 1095<br>BROKEN SOUND PARKWAY, SUITE 300            |   |  |  |   |   |            |       |  |   |  |
| (Street)   |   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)           |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person |            |       |  |   |  |
| BOCA RATON, FL 33487   |   |  |  |   |   |            |       |  |   |  |
| (City)   |   |  | (State)  |   |   | (Zip)      |       |  |   |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |  |  |   |   |            |       |  |   |  |
| 1. Title of Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                          | 3. Transaction Code<br>(Instr. 8)                              |   | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)  |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|  |   |  | Code   | V   | Amount  | (A) or (D) | Price |  |   |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                            | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|---|-----------------|--|----------------------------|---|---|---|---|
|   |  |   |   | Code                              | V |  | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |   |   |   |   |
| Option to Purchase                            | \$ 2.78  | 09/07/2021                              |   | A                                 |   | 30,000   | (1)   | 09/07/2031      | Class A Common Stock   | 30,000                     | \$ 0  | 30,000  | D   |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |              |       |
|--|---------------|-----------|--------------|-------|
|  | Director      | 10% Owner | Officer      | Other |
| Cellucci Michael<br>C/O GREENLANE HOLDINGS, INC.<br>1095 BROKEN SOUND PARKWAY, SUITE 300<br>BOCA RATON, FL 33487 |               |           | See remarks. |       |

## Signatures

|   |            |
|---|------------|
| /s/ Douglas Fischer, as attorney-in-fact for Michael Cellucci | 09/09/2021 |
| 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).
- (1) The Reporting Person received a grant of stock options on September 7, 2021 under the Issuer's Amended and Restated 2019 Equity Incentive Plan. These options will vest 50% on February 28, 2022 and 50% on August 31, 2022, such that on August 31, 2022, the Reporting Person's Stock Options shall be 100% vested.

**Remarks:**

Title: President Sales and Marketing North America

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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