

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

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Greenlane Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5099
(Primary Standard Industrial
Classification Code Number)

83-0806637
(I.R.S. Employer
Identification Number)

**1095 Broken Sound Parkway, Suite 300
Boca Raton, FL 33487
(877) 292-7660**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Aaron LoCascio
Chief Executive Officer
Greenlane Holdings, Inc.
1095 Broken Sound Parkway, Suite 300
Boca Raton, FL 33487
(877) 292-7660**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Justin R. Salon
David P. Slotkin
John Hensley
Morrison & Foerster LLP
2100 L Street, NW
Suite 900
Washington, D.C. 20037
Tel: (202) 887-1500**

**Jennifer W. Cheng
Marc D. Hauser
Wendy Grasso
Reed Smith LLP
599 Lexington Avenue
New York, NY 10022-7650
Tel: (212) 521-5400**

**Nicholas Kovacevich
Chairman and Chief Executive Officer
KushCo Holdings, Inc.
6261 Katella Avenue, Suite 250
Cypress, CA 90630
Tel: (714) 243-4311**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon completion of the mergers described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. ☐

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☒
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 7(a)(2)(B) of the Securities Act. ☒

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) ☐

Exchange Act Rule 14d-1(d) (Cross-Border Issuer Third Party Tender Offer) ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A Common Stock, \$0.01 par value per share	9,758,491 shares	N/A	\$6,362,536.13	\$694.15

(1) Represents the maximum number of additional shares of Greenlane Holdings, Inc.'s ("Greenlane") Class A common stock, \$0.01 par value per share ("Greenlane Class A common stock"), to be issued in connection with the transactions contemplated by the Merger Agreement described herein. Greenlane previously registered 51,454,940 shares pursuant to the registration statement on Form S-4 (File No. 333-256582) (the "Prior Registration Statement"), which was declared effective on July 2, 2021. The number of shares of Greenlane Class A common stock to be issued in the Mergers is based on the sum of (i) 161,421,931 shares of common stock of KushCo Holdings, Inc. ("KushCo"), \$0.001 par value per share ("KushCo common stock"), which reflects the estimated maximum number of shares of KushCo common stock that may be cancelled and exchanged in the Mergers described herein (which number includes 1,930,752 outstanding KushCo restricted stock units which will become fully vested in connection with the terms of the Merger Agreement); (ii) 10,106,519 shares of KushCo common stock issuable upon exercise of options which will be converted into options to purchase Greenlane Class A common stock in accordance with the terms of the Merger Agreement; and (iii) 31,433,854 shares of KushCo common stock issuable upon exercise of warrants, which will be converted into Greenlane warrants in accordance with the terms of the Merger Agreement); multiplied by the final exchange ratio of 0.3016 shares of Greenlane Class A common stock for each share of KushCo common stock. Greenlane is registering the number of shares of Class A common stock obtained pursuant to the formula set forth in the foregoing sentence and subtracting the 51,454,940 shares registered on the Prior Registration Statement.

(2) Estimated solely for purposes of calculating the registration fee required by Section 6(b) of the Securities Act, and calculated pursuant to Rules 457(f)(1) and 457(c) under the Securities Act. The proposed maximum aggregate offering price of the Greenlane Class A common stock was calculated based upon the market value of KushCo common stock (the securities to be exchanged in the Mergers) in accordance with Rule 457(c) under the Securities Act, calculated based on \$0.652, the last reported price per share of KushCo common stock on August 27, 2021, as quoted on the OTCQX

This registration statement will become effective automatically upon filing with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-4 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional shares of Class A common stock, \$0.01 par value per share, of Greenlane Holdings, Inc. ("Greenlane"). The additional securities that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Registration Statement on Form S-4 filed by the Company with the Securities and Exchange Commission (the "Commission") on [May 28, 2021](#), as amended (File No. 333-256582), which was declared effective by the Commission on July 2, 2021 (the "Prior Registration Statement"). In connection with the registration of additional shares of Class A common stock, Greenlane is paying an additional registration fee of \$694.15.

The information set forth in the Prior Registration Statement, including the exhibits and power of attorney thereto, are hereby incorporated by reference in this filing.

EXHIBIT INDEX

Exhibit Index	Description of Document
5.1	Opinion of Morrison & Foerster LLP
8.1	Opinion of Reed Smith LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Marcum LLP
23.3	Consent of Morrison & Foerster LLP (included in exhibit 5.1)
23.4	Consent of Reed Smith LLP (included in exhibit 8.1)
24.1*	Power of Attorney

* Previously filed with the Registrant's Prior Registration Statement

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on August 31, 2021.

Greenlane Holdings, Inc.

By:

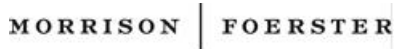
/s/ Aaron LoCascio
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

Signature	Title	Date
_____ /s/ Aaron LoCascio Aaron LoCascio	Chief Executive Officer (Principal Executive Officer)	August 31, 2021
_____ *	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 31, 2021
_____ William Mote		
_____ *	Chief Strategy Officer and Director	August 31, 2021
_____ Adam Schoenfeld		
_____ *	Director	August 31, 2021
_____ Neil Closner		
_____ *	Director	August 31, 2021
_____ Richard Taney		
_____ *	Director	August 31, 2021
_____ Jeff Uttz		

*By: /s/ Aaron LoCascio

 Aaron LoCascio
 Attorney-in-fact



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MORRISON & FOERSTER LLP
BEIJING, BERLIN, BOSTON, BRUSSELS,
DENVER, HONG KONG, LONDON,
LOS ANGELES, NEW YORK, PALO ALTO,
SAN DIEGO, SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO, WASHINGTON, D.C.

August 31, 2021

Board of Directors
Greenlane Holdings, Inc.
1095 Broken Sound Parkway, Suite 300
Boca Raton, Florida 33487

Re: Registration Statement on Form S-4

Ladies and Gentlemen:

We are acting as counsel to Greenlane Holdings, Inc., a Delaware corporation (the “**Company**”), in connection with its filing with the Securities and Exchange Commission (the “**Commission**”) of a registration statement on Form S-4 (the “**462(b) Registration Statement**”) for the purposes of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “**Securities Act**”), the issuance of up to 9,758,491 shares of Class A common stock, par value \$0.01 per share, of the Company (the “**Shares**”), in connection with the Agreement and Plan of Merger, dated as of March 31, 2021, by and among the Company, Merger Sub Gotham 1, LLC, Merger Sub Gotham 2, LLC and KushCo Holdings, Inc. (the “**Merger Agreement**”). The 462(b) Registration Statement relates to the Company’s Registration Statement on Form S-4, as amended (File No. 333-256582) (the “**Registration Statement**”), initially filed by the Company on May 28, 2021 and declared effective by the Commission on July 2, 2021.

For purposes of this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in with the authorization and issuance of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations. As used herein, the term “Delaware General Corporation Law, as amended” includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that following (i) the effectiveness of the 462(b) Registration Statement and (ii) the issuance of the Shares pursuant to the terms of the Merger Agreement, the Shares will be validly issued, fully paid and non-assessable.



This opinion is furnished to you in connection with the filing by the Company of the 462(b) Registration Statement and may not be relied upon for any other purpose without our express written consent. No opinion may be implied or inferred beyond the opinion expressly stated. This opinion is given as of the date hereof, and we assume no obligation to advise you of any changes in applicable law or any facts or circumstances that come to our attention after the date hereof that may affect the opinion contained herein.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the reference to our firm contained under the heading “Legal Matters” in the prospectus constituting a part of the Registration Statement and incorporated by reference into the 462(b) Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated by the Commission.

Very truly yours,

/s/ Morrison & Foerster LLP

Morrison & Foerster LLP



Reed Smith LLP
599 Lexington Avenue
New York, NY 10022-7650
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Fax +1 212 521 5450
reedsmith.com

August 31, 2021

KushCo Holdings, Inc.
6261 Katella Avenue, Suite 250
Cypress CA 90630

Ladies and Gentlemen:

We have acted as counsel to KushCo Holdings, Inc., a Nevada corporation (the “Company”), in connection with the preparation of a registration statement on Form S-4 (the “462(b) Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) on the date hereof pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “Act”) relating to the registration of additional shares of Class A common stock, par value \$0.01 of Greenlane Holdings, Inc., a Delaware corporation (“Parent”) issuable pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of March 31, 2021, by and among the Company, Parent, Merger Sub Gotham 1, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of Parent (“Merger Sub 1”), and Merger Sub Gotham 2, LLC, a Delaware limited liability company and a direct, wholly-owned subsidiary of Parent (“Merger Sub 2”). The 462(b) Registration Statement relates to the Parent’s registration statement on Form S-4 (File No. 333- 256582) initially filed by the Parent on May 28, 2021 and declared effective by the Commission on July 2, 2021 (as amended, the “Initial Registration Statement”) and together with the 462(b) Registration Statement, the “Registration Statements”). At your request, we are rendering this opinion concerning the qualification of the Mergers, taken together, as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”), for filing as Exhibit 8.1 to the 462(b) Registration Statement. Unless otherwise indicated, capitalized terms used herein shall have the meanings set forth in the Merger Agreement.

Pursuant to the Merger Agreement, (i) at the Merger 1 Effective Time, Merger Sub 1 will merge with and into the Company, with the Company surviving as a wholly-owned subsidiary of Parent (“Merger 1”); (ii) at the Merger 2 Effective Time, the Company, as the surviving corporation in Merger 1, will merge with and into Merger Sub 2, with Merger Sub 2 surviving as a wholly-owned subsidiary of Parent (“Merger 2,” and together with Merger 1, the “Mergers”); and (iii) immediately following the Merger 2 Effective Time, Parent will contribute all of the limited liability company interests in Merger Sub 2 to Greenlane Holdings, LLC (“GH LLC”), a Delaware limited liability company and a direct subsidiary of Parent (the “Contribution”).

In rendering the opinion set forth below, we have examined and relied upon the accuracy and completeness (which we have neither independently investigated nor verified) of the facts, information, statements, representations, warranties and covenants contained in the originals or copies, certified or otherwise, identified to our satisfaction, of the Merger Agreement, including the exhibits thereto, the Registration Statements, each as amended or supplemented through the date hereof, and such other documents as we have deemed necessary or appropriate to enable us to render the opinion set forth below. We have also relied, with the consent of the Company, upon statements and representations made by officers of each of the Company and Parent (and Merger Sub 1 and Merger Sub 2), including in their respective letters delivered to us for purposes of rendering our opinion (collectively, the “Tax Certificates”), and have assumed that the Tax Certificates will be complete and accurate as of the Merger 1 Effective Time, Merger 2 Effective Time and the effective time of the Contribution, and that all such statements and representations made to the knowledge of any person or entity or with similar qualification are and will be accurate and complete as if made without such qualification. Our opinion is expressly conditioned on, among other things, the accuracy and completeness, both initially and continuing as of the Merger 1 Effective Time, Merger

KushCo Holdings, Inc.
Page 2



2 Effective Time and the effective time of the Contribution, of the facts, information, statements, representations, warranties, covenants and assumptions set forth in the documents referred to above.

For purposes of this opinion, we have assumed that the Mergers and the Contribution will be consummated in the manner described in the Merger Agreement and the Registration Statements and that none of the terms and conditions contained therein have been waived or modified in any respect.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. In making our examination of documents executed, or to be executed, by the parties indicated therein, we have assumed that each party has, or will have, the power, corporate or other, to enter into and perform all obligations thereunder and we have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by each party indicated in the documents and that such documents constitute, or will constitute, valid and binding obligations of each party.

Our opinion is based upon the applicable provisions of the Code, Treasury regulations promulgated thereunder, pertinent judicial authorities, interpretive rulings of the Internal Revenue Service (“IRS”) and such other authorities as we have considered relevant, all as in effect on the date hereof and all of which are subject to change at any time (possibly with retroactive effect). Additionally, our opinion is not binding on the IRS or the courts and no rulings have been requested or received from the IRS as to any of the matters discussed herein. Accordingly, there can be no assurance that positions contrary to our opinion will not be taken by the IRS, or if challenged, by a court. In addition, a change in any of the authorities, or the inaccuracy or failure to be complete, of any of the facts, information, documents, corporate records, covenants, warranties, statements, representations or assumptions upon which our opinion is based could affect our conclusions expressed herein.

Based on our examination of the foregoing items and subject to the assumptions, limitations and qualifications set forth herein and in the Registration Statements, we are of the opinion, under current applicable U.S. federal income tax law, that the Mergers, taken together, will constitute a reorganization within the meaning of Section 368(a) of the Code.

Except as expressly set forth above, we express no other opinion. This opinion is expressed as of the date hereof, and we are under no obligation to supplement or revise our opinion to reflect any changes (including changes that have retroactive effect) in applicable law or in any fact, information, document, corporate record, covenant, warranty, statement, representation or assumption stated herein which becomes untrue, incomplete or incorrect. Any such change may affect the conclusions stated herein.

This opinion has been prepared solely in connection with the Merger Agreement and the filing of the 462(b) Registration Statement and may not be relied upon for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and the use of our name wherever appearing in the 462(b)

Registration Statement in connection with the material U.S. federal income tax consequences of the Mergers. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ Reed Smith LLP

Reed Smith LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference from the Registration Statement on Form S-4 of our report dated March 31, 2021 relating to the financial statements of Greenlane Holdings, Inc. appearing in the Annual Report on Form 10-K of Greenlane Holdings, Inc. for the year ended December 31, 2020. We also consent to the reference to us under the heading “Experts” in the prospectus which is a part of such Registration Statement.

/s/ Deloitte & Touche LLP

Boca Raton, Florida
August 31, 2021

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Greenlane Holdings, Inc. on Form S-4, to be filed pursuant to Rule 462(b) of the Securities Act of 1933, of our report dated November 10, 2020, with respect to our audits of the consolidated financial statements of KushCo Holdings, Inc. as of August 31, 2020 and 2019 and for the years ended August 31, 2020 and 2019 appearing in the Annual Report on Form 10-K of KushCo Holdings, Inc. for the year ended August 31, 2020. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

Our report on the consolidated financial statements refers to a change in the method of accounting for leases, due to the adoption of ASU No. 2016-02 *Leases (Topic 842)*, as amended, effective September 1, 2019, using the modified retrospective approach.

/s/ Marcum LLP

Marcum LLP
Costa Mesa, California
August 31, 2021
