

PROSPECTUS SUPPLEMENT
(To prospectus dated August 2, 2021)



**11,700,000 shares of Class A Common Stock
Pre-Funded Warrants to Purchase up to 9,900,000 Shares of Class A Common Stock
Warrants to Purchase up to 21,600,000 shares of Class A Common Stock
Up to 31,500,000 shares of Class A Common Stock underlying such
Pre-Funded Warrants and Warrants**

We are offering 11,700,000 shares of our Class A common stock, \$0.01 par value per share (“Class A common stock”), pre-funded warrants to purchase up to 9,900,000 shares of our Class A common stock and warrants to purchase up to 21,600,000 shares of our Class A common stock. The Class A common stock and warrants will be sold in units, with each unit consisting of one share of Class A common stock and a warrant to purchase one share of Class A common stock, at an exercise price of \$0.25 per share of Class A common stock. Each unit will be sold at a negotiated price of \$0.25 and will be issued directly to an institutional investor pursuant to this prospectus supplement, the accompanying prospectus and securities purchase agreement. The shares of Class A common stock and warrants are immediately separable and will be issued separately. The pre-funded warrants and accompanying warrants are identical to the units, except that each pre-funded warrant is exercisable for one share of Class A common stock at an exercise price of \$0.0001, the purchase price for a pre-funded warrant and accompanying warrant is \$0.2499 and the pre-funded warrants do not expire until exercised.

Our Class A common stock is listed on the Nasdaq Global Market, or the Nasdaq, under the symbol “GNLN.” On June 24, 2022, the last reported sale price of our Class A common stock on the Nasdaq was \$0.25 per share. There is no established public trading market for the pre-funded warrants or warrants and we do not expect a market to develop. Without an active trading market, the liquidity of the pre-funded warrants and warrants will be limited. In addition, we do not intend to have the pre-funded warrants or warrants admitted to trading on the Nasdaq, or listed on any national securities exchange or any other trading system.

As of June 24, 2022, the aggregate market value of our outstanding Class A common stock held by non-affiliates was approximately \$38,941,080, which was calculated based on 100,622,945 shares of outstanding Class A common stock held by non-affiliates, at a price per share of \$0.3870, the closing price of our Class A common stock on May 4, 2022, the highest closing price of the Company’s Class A common stock on the Nasdaq during the preceding 60-day period. Pursuant to General Instruction I.B.6 of Form S-3 (“Instruction I.B.6”), in no event will we sell the securities described in this prospectus supplement in a public primary offering with a value exceeding one-third of the aggregate market value of our Class A common stock held by non-affiliates in any 12-month period, so long as the aggregate market value of our outstanding Class A common stock held by non-affiliates remains below \$75.0 million. During the 12 calendar months prior to and including the date of this prospectus supplement (but excluding this offering), we have offered \$899,672 in securities pursuant to Instruction I.B.6.

Investing in our securities involves risks. See “Risk Factors” beginning on page [S-5](#) of this prospectus supplement and the risks set forth under the caption “Item 1A. Risk Factors” in our most recent Annual Report on Form 10-K and our [Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission \(the “SEC”\) on May 16, 2022](#), as well as additional risks that may be described in future reports or information that we file with the SEC, which are incorporated by reference herein, for certain risks relevant to an investment in our securities.

We have retained A.G.P./Alliance Global Partners, or A.G.P., to act as our exclusive placement agent in connection with the securities offered by this prospectus supplement. A.G.P. is not purchasing or selling any of these securities nor is it required to sell any specific number or dollar amount of securities, but has agreed to use its reasonable best efforts to sell the securities offered by this prospectus supplement. We have agreed to pay A.G.P. the placement agent fees set forth in the table below.

| | Per Unit | Per Pre-Funded Warrant and Accompanying Warrant | Total |
|-------------------------------------------------|----------|----------------------------------------------------------|-------------|
| Public offering price | \$ 0.25 | \$ 0.2499 | \$5,399,010 |
| Placement agent fees ⁽¹⁾ | \$0.015 | \$ 0.014994 | \$ 323,941 |
| Proceeds, before expenses, to us ⁽²⁾ | \$0.235 | \$ 0.234906 | \$5,075,069 |

(1) See “Plan of Distribution” beginning on page [S-12](#) of this prospectus supplement for additional information regarding placement agent fees and estimated offering expenses.

(2) The amount of the offering proceeds to us presented in this table does not give effect to any exercise of the pre-funded warrants or warrants being issued in this offering.

Delivery of the securities offered pursuant to this prospectus supplement and the accompanying prospectus is expected to be made on or about June 29, 2022, subject to the satisfaction of certain closing conditions.

Neither the SEC nor any state or other securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Placement Agent

A.G.P.

The date of this prospectus supplement is June 27, 2022.

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Prospectus

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You should rely only upon the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus required to be filed with the SEC. We have not, and A.G.P. has not, authorized any person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely upon it. We are not, and A.G.P. is not, making an offer to sell these securities in any jurisdiction where such offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any applicable free writing prospectus and the documents incorporated by reference herein or therein is accurate only as of the respective dates of these documents or such other dates as may be specified therein. Our business, financial condition, liquidity, results of operations and prospects may have changed since those dates.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is comprised of this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference. The second part, the accompanying prospectus, provides more general information, some of which may not apply to this offering.

To the extent the information contained in this prospectus supplement differs or varies from the information contained in the accompanying prospectus or documents incorporated by reference, the information in this prospectus supplement supersedes such information. In addition, any statement in a filing we make with the SEC under the Securities Exchange Act of 1934, as amended, or the Exchange Act, prior to the termination of this offering that adds to, updates or changes information contained in an earlier filing we made with the SEC shall be deemed to modify and supersede such information in the earlier filing.

This prospectus supplement does not contain all of the information that is important to you. It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the additional information incorporated and deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus. See “Incorporation by Reference” in this prospectus supplement and “Where To Find Additional Information” in the accompanying prospectus.

Unless otherwise indicated or unless the context requires otherwise, references in this prospectus supplement to “we,” “our,” “us” and “our company” refer to Greenlane Holdings, Inc., a Delaware corporation, together with its consolidated subsidiaries.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Exchange Act), that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “believe,” “intend,” “may,” “will,” “should,” “could” and similar expressions. Examples of forward-looking statements include, without limitation:

- the impacts of the novel coronavirus (“COVID-19”) pandemic and measures intended to prevent or mitigate its spread, and our ability to accurately assess and predict such impacts on our results of operations, financial condition, acquisition and disposition activities, and growth opportunities;
- statements regarding our growth and other strategies, results of operations or liquidity;
- statements concerning projections, predictions, expectations, estimates or forecasts as to our business, financial and operational results and future economic performance;
- statements regarding our industry;
- statements of management’s goals and objectives;
- projections of revenue, earnings, capital structure and other financial items;
- assumptions underlying statements regarding us or our business; and
- other similar expressions concerning matters that are not historical facts.

Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made or management’s good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to, those discussed in Part I, Item 1A of our Form 10-K under the heading “Risk Factors” or “Part II — Item 1A — Risk Factors” in our Quarterly Reports on Form 10-Q which is incorporated by reference in this prospectus supplement and in other documents that we file from time to time with the SEC.

Forward-looking statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any future results, performances, or achievements expressed or implied by the forward-looking statements. These risks include, but are not limited to, those listed below and those discussed in greater detail in Part I, Item 1A of our Form 10-K or “Part II — Item 1A — Risk Factors” in our Quarterly Reports on Form 10-Q under the heading “Risk Factors.”

- our strategy, outlook and growth prospects;
- general economic trends and trends in the industry and markets in which we operate;
- public health crises, including the COVID-19 pandemic;
- our dependence on, and our ability to establish and maintain business relationships with, third-party suppliers and service suppliers;
- the competitive environment in which we operate;
- our vulnerability to third-party transportation risks;
- the impact of governmental laws and regulations and the outcomes of regulatory or agency proceedings;

- our ability to accurately estimate demand for our products and maintain appropriate levels of inventory;
- our ability to maintain or improve our operating margins and meet sales expectations;
- our ability to adapt to changes in consumer spending and general economic conditions;
- our ability to use or license certain trademarks;
- our ability to maintain consumer brand recognition and loyalty of our products;
- our and our customers' ability to establish or maintain banking relationships;
- fluctuations in U.S. federal, state, local and foreign tax obligation and changes in tariffs;
- our ability to address product defects;
- our exposure to potential various claims, lawsuits and administrative proceedings;
- contamination of, or damage to, our products;
- any unfavorable scientific studies on the long-term health risks of vaporizers, electronic cigarettes, e-liquids products or hemp-derived products, including cannabidiol ("CBD");
- failure of our information technology systems to support our current and growing business;
- our ability to prevent and recover from Internet security breaches;
- our ability to generate adequate cash from our existing business to support our growth;
- our ability to raise capital on favorable terms, or at all, to support the continued growth of the business;
- our ability to protect our intellectual property rights;
- our dependence on continued market acceptance of our products by consumers;
- our sensitivity to global economic conditions and international trade issues;
- our ability to comply with certain environmental, health and safety regulations;
- our ability to successfully identify and complete strategic acquisitions;
- natural disasters, adverse weather conditions, operating hazards, environmental incidents and labor disputes;
- increased costs as a result of being a public company; and
- our failure to maintain adequate internal controls over financial reporting.

Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results. This prospectus supplement, the accompanying prospectus, and the documents incorporated by reference in this prospectus supplement contain market data that we obtained from industry sources, including independent industry publications. In presenting this information, we have also made assumptions based on such data and other similar sources and on our knowledge of, and our experience to date in, the markets for our products. This data involves a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. While we believe the market data included in this prospectus supplement is generally reliable, such information is inherently imprecise.

The forward-looking statements speak only as of the date on which they are made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Consequently, you should not place undue reliance on forward-looking statements.

SUMMARY

This summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not contain all of the information that you should consider before investing in our securities. We urge you to read this entire prospectus supplement, the accompanying prospectus and the documents incorporated by reference carefully, including the financial statements and notes to those financial statements incorporated by reference herein and therein. Please read "Risk Factors" for more information about important risks that you should consider before investing in our securities.

Greenlane Holdings, Inc.

Founded in 2005, we are the premier global platform for the development and distribution of premium cannabis accessories, child-resistant packaging, vape solutions, and lifestyle products. In August 2021, we completed our transformational merger with KushCo Holdings, Inc. ("KushCo"), creating the leading ancillary cannabis company and house of brands. The combined company serves a diverse and expansive customer base with more than 8,500 retail locations, which includes many of the leading multi-state-operators and licensed producers, the top smoke shops in the United States, and millions of consumers globally. In addition to enhancing our financial size and scale, along with creating an optimized platform with significant potential revenue and cost saving synergies, the merger strengthened our best-in-class proprietary owned brands and exclusive third-party brand offerings.

We have been developing a world-class portfolio of our own proprietary brands (the "Greenlane Brands") that we believe will, over time, deliver higher margins and create long-term value for our customers and shareholders. Our Greenlane Brands are comprised of child-resistant packaging innovator Pollen Gear; VIBES rolling papers; the Marley Natural accessory line; the K. Haring Glass Collection accessory line; Aerospaced & Groove grinders; Cookies lifestyle line; and Higher Standards, which is both an upscale product line and an innovative retail experience with flagship stores at New York City's famed Chelsea Market and the iconic Malibu Village in California. During 2021, we took significant strides to grow our brand portfolio including with the March acquisition of substantially all of the assets of Eyce LLC and the November acquisition of substantially all of the assets of Organicix LLC (d/b/a DaVinci). Furthermore, as a pioneer in the ancillary cannabis space, Greenlane is the partner of choice for many of the industry's leading MSOs, LPs, and brands, including PAX Labs, Greenco Science, Storz & Bickel, Firefly, Santa Cruz Shredder, Cookies, and CCELL.

We merchandise vaporizers, packaging, and other products in the United States, Canada, and Europe and we distribute to retailers through wholesale operations and to consumers through e-commerce activities and our retail stores. We operate distribution centers in the United States, Canada, and Europe. With the completion of the distribution center consolidation and the merger with KushCo, we have established a lean and scalable distribution network that leverages a mix of leased warehoused spaces in California and Massachusetts along with third-party logistics locations in the U.S., Canada, and Europe.

Corporate Information

We were incorporated in Delaware on May 2, 2018, and are the sole manager of Greenlane Holdings, LLC (the "Operating Company"), a Delaware limited liability company that was formed on September 1, 2015. All of our assets are held by, and our operations are primarily conducted through, the Operating Company and its wholly owned subsidiaries. As of December 31, 2021, we owned a 79.7% interest in the Operating Company.

Our executive offices are located at 1095 Broken Sound Parkway, Boca Raton, Florida 33487. Our telephone number at our executive offices is (877) 292-7660 and our corporate website is www.gln.com. The information on, or accessible through, our website is not incorporated into and does not constitute a part of this prospectus or any other report or document we file with or furnish to the SEC.

Recent Developments

2022 Strategic Plan Liquidity Update

On March 10, 2022, we announced our strategic plan (the "2022 Plan") to reduce our cost structure, increase liquidity and accelerate our path to profitability. The 2022 Plan includes a recently completed

reduction in force, reduction of facility footprints worldwide, a sale leaseback of our headquarters building, disposition of non-core assets, discontinuation of lower-margin third-party brands, increase of prices on select products and securing an asset-based loan that will support our working capital needs (with respect to the sale of the Company's headquarters building, discontinuation and disposition of non-core and lower-margin inventory and securing an asset-backed loan, the "Liquidity Initiatives").

On June 22, 2022, we provided an update on the Liquidity Initiatives, which our management believes can generate more than \$30.0 million of liquidity on a non-dilutive basis by the end of 2022 if all measures are successful. We are in negotiations with respect to entry into an asset-backed loan and expect to execute an agreement by early in the third quarter of 2022, which is expected to result in more than \$10.0 million in liquidity. Additionally, we are in the process of selling non-core assets, which if sold together with our headquarters building listed for sale in May 2022 at the sales price anticipated by our management, is expected to generate an additional \$10.0 million of liquidity. Finally, we are working to sell our excess & obsolete ("E&O") inventory of lower-margin, non-strategic products, along with reducing our overall level of inventory on hand. In May, we commenced our official E&O sales program internally and have since sold more than \$1.0 million of previously reserved E&O inventory. Our management anticipates that the proceeds from these E&O sales, combined with a general sell-down of other non-core third-party brand inventory, will generate more than \$10.0 million in liquidity. We can provide no assurances that our expectations with respect to the Liquidity Initiatives will come to fruition on the expected timeline, in the expected amounts or at all.

USPS PACT Act Exemption Update

On January 11, 2022, we announced via press release that the United States Postal Service (the "USPS") had approved our application for a business and regulatory exemption to the Prevent All Cigarette Trafficking Act (the "PACT Act" and with respect to the business and regulatory exemption granted by the USPS, the "PACT Act Exemption"), allowing us to ship vaporizers and accessories classified as electronic nicotine delivery systems ("ENDS") products to other compliant businesses. With this approval, over 97% of our total annual sales became eligible for shipment by freight, USPS and other major parcel carriers. The PACT Act Exemption also enables us to partner with other businesses that ship ENDS products and had their supply chains disrupted by PACT Act compliance.

On June 24, 2022, we provided via press release an update on the progress of the PACT Act Exemption, following our successful implementation of the controls, processes and systems required by the USPS in connection with the shipment of ENDS products. We expect the ability to fulfill ENDS orders with the USPS to allow us to reduce shipping costs, decrease fulfillment times and enhance the overall customer experience for approved wholesale customers.

| | The Offering |
|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities offered | 11,700,000 shares of Class A common stock 9,900,000 pre-funded warrants to purchase shares of Class A common stock 21,600,000 warrants to purchase shares of Class A common stock |
| Class A common stock to be outstanding immediately after this offering | 120,047,567 |
| Warrants offered | The warrants are exercisable upon the six-month anniversary of issuance for a five-year period and have an exercise price of \$0.25 per share. The shares of Class A common stock and warrants will be issued separately, but will be purchased together in this offering. There is no public market for the warrants. |
| Pre-funded warrants offered | We are also offering pre-funded warrants to purchase up to 9,900,000 shares of Class A common stock in lieu of shares of Class A common stock to certain purchasers whose purchase of shares of Class A common stock in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding Class A common stock immediately following the consummation of this offering. Each pre-funded warrant is exercisable for one share of our Class A common stock. The purchase price of each pre-funded warrant is equal to the combined price at which the share of Class A common stock and accompanying warrant is being sold to the public, minus \$0.0001 per share. The pre-funded warrants are exercisable on the six-month anniversary of the date of issuance, at an exercise price of \$0.0001 per share, and may be exercised at any time until all of the pre-funded warrants are exercised in full. This offering also relates to the shares of Class A common stock issuable upon exercise of the pre-funded warrants sold in this offering |
| Offering price | \$0.2499 per pre-funded warrant and accompanying warrant and \$0.25 per unit. |
| Use of proceeds | We estimate the net proceeds to us from this offering will be approximately \$5.0 million, after deducting the placement agent fee and estimated offering expenses payable by us. We intend to use the net proceeds from this offering for general corporate and working capital purposes. Pending the application of the net proceeds from this offering, we may invest the net proceeds in interest-bearing accounts, money market accounts and/or interest-bearing securities. See "Use of Proceeds" on page S-9 . |
| Risk factors | Investing in our securities involves a high degree of risk and the purchasers of our securities may lose their entire investment. Before deciding to invest in our securities, please carefully read the section entitled "Risk Factors" herein and the risk factors described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and our other periodic reports filed with the SEC and incorporated by reference herein. |

Nasdaq symbol for Class A common stock

“GNLN”

No listing of pre-funded warrants or warrants

There is no established trading market for the pre-funded warrants or warrants and we do not intend to apply for the listing of the pre-funded warrants or warrants on any securities exchange or trading system. Without an active trading market, the liquidity of the pre-funded warrants and warrants will be limited.

Outstanding Shares

The number of shares of our Class A common stock to be outstanding immediately after the offering is based on 108,347,567 shares of Class A common stock outstanding as of June 24, 2022 and excludes, as of such date:

- approximately 21.2 million shares of Class B common stock, \$0.0001 par value per share (“Class B common stock”), which are redeemable on a one-for-one basis for shares of our Class A common stock;
- 6,645,543 outstanding stock options with a weighted average exercise price of \$2.65;
- 3,116,202 shares of restricted stock; and
- 316,797 shares of Class A common stock reserved for future issuance under the Amended and Restated Greenlane Holdings, Inc. 2019 Equity Incentive Plan (the “2019 Equity Plan”).

Unless otherwise indicated, all information in this prospectus supplement assumes no exercise of the outstanding options or the conversion of the Class B common stock described above and no exercise of the pre-funded warrants or warrants being offered hereunder.

RISK FACTORS

An investment in shares of our securities involves substantial risks. In addition to other information in this prospectus supplement, you should carefully consider the following risks and the risks described in our [Annual Report on Form 10-K for the fiscal year ended December 31, 2021](#) under the caption “Item 1A. Risk Factors,” as well as other information and data set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein, before making an investment decision with respect to our securities. The occurrence of any of the following risks could materially and adversely affect our business, prospects, financial condition, and our results of operations, which could cause you to lose all or a part of your investment in our securities. Some statements in this prospectus supplement, including statements in the following risk factors, constitute forward-looking statements. See “Forward-Looking Statements.”

Our management will have broad discretion over the use of the net proceeds from this offering, you may not agree with how we use the proceeds, and the proceeds may not be invested successfully.

Our management will have broad discretion as to the use of the net proceeds from any offering by us and could use them for purposes other than those contemplated at the time of this offering. Accordingly, you will be relying on the judgment of our management with regard to the use of these net proceeds, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. It is possible that the proceeds will be invested in a way that does not yield a favorable, or any, return for us.

If we are unable to execute our Liquidity Initiatives, we will have significant cash constraints, which would have a material and adverse impact on our business and results of operations and ability to pay our debts as they come due.

The proceeds from this offering alone will not be sufficient to meet all of our liquidity needs. Furthermore, If this offering is completed, we will not be able to issue additional shares of Class A common stock pursuant to our at-the-market equity offering program (the “ATM Program”) or otherwise use our registration statement on Form S-3 for a period of time due to the restrictions under General Instruction I.B.6, which will limit our liquidity options. Subsequent to March 31, 2022, we have sold 2,891,407 shares of Class A common stock under the ATM Program at a weighted average price of approximately \$0.31 for net proceeds of \$0.9 million. If we are not able to access additional liquidity by implementing the Liquidity Initiatives that we have announced, we will have significant cash constraints, which would have a material adverse impact on our business, results of operations and ability to pay our debts as they come due. We can provide no assurances that we will successfully be able to execute our Liquidity Initiatives or obtain alternative financing in order to meet our capital needs. Furthermore, we can provide no assurances that our creditors will allow us to extend payment plans or maturity dates in the event we are not able to access sufficient capital in the near term.

We may be unable to invest a significant portion of the net proceeds from this offering on acceptable terms.

Delays in investing the net proceeds from this offering may impair our performance. We cannot assure you that we will be able to identify any acquisition opportunities that meet our investment objectives or that any investment that we make will produce a positive return. We may be unable to invest the net proceeds from this offering on acceptable terms within the time period that we anticipate or at all, which could harm our financial condition and operating results. Moreover, we will have significant flexibility in investing the net proceeds from this offering and may use the net proceeds from this offering in ways with which investors may not agree.

The number of shares of our Class A common stock available for future issuance or sale could adversely affect the per-share trading price of our Class A common stock.

As of June 24, 2022, approximately 108.3 million shares of our Class A common stock were outstanding. In addition, as of the date of this prospectus approximately 21.2 million shares of our Class B common stock, redeemable on an one-for-one basis for shares of our Class A common stock were outstanding. In addition and subject to approval by our stockholders at our 2022 annual meeting of stockholders (the 2022 Annual Meeting”), the 2019 Equity Plan will be amended and restated to increase the number of shares of Class A

common stock available for future award grants by 15,700,000 shares to an aggregate of 22,000,000 shares of Class A common stock available for issuance under the 2019 Plan. The 15,700,000 share increase represents approximately 14.5% of the combined total of the outstanding shares of our Class A common stock as of June 24, 2022.

We cannot predict whether future issuances or sales of shares of our Class A common stock will decrease the per-share trading price of our Class A common stock.

Future offerings of debt or equity securities, which could rank senior to our Class A common stock, may materially adversely affect the market price of our Class A common stock.

If we decide to issue debt or equity securities in the future, which could rank senior to our Class A common stock, it is likely that such securities will be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our Class A common stock and may result in dilution to owners of our Class A common stock.

Future issuances and sales of debt or equity securities, or the perception that such issuances and sales could occur, may cause prevailing market prices for our Class A common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at times and prices favorable to us. We and, indirectly, our stockholders will bear the cost of issuing and servicing such securities. Because our decision to issue debt or equity securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Therefore, holders of our Class A common stock will bear the risk of our future offerings reducing the market price of our Class A common stock and diluting the value of their stock holdings in us.

You may experience significant dilution as a result of this offering, which may adversely affect the per-share trading price of our Class A common stock.

This offering may have a dilutive effect on our earnings per share after giving effect to the issuance of our Class A common stock in this offering and the receipt of the expected net proceeds. The actual amount of dilution from this offering, or from any future offering of our Class A common stock or preferred stock, will be based on numerous factors, particularly the use of proceeds and the return generated on such proceeds, and cannot be determined at this time.

Resales of our Class A common stock in the public market by our stockholders as a result of this offering may cause the market price of our Class A common stock to fall.

Sales of a significant number of shares of our Class A common stock could occur at any time. The issuance of new shares of our Class A common stock could result in resales of our Class A common stock by our current stockholders concerned about the potential dilution of their holdings. In turn, these resales could have the effect of depressing the market price for our Class A common stock and the value of the pre-funded warrants and warrants.

This offering may cause the trading price of our Class A common stock to decrease.

The price per share, together with the number of shares of Class A common stock we propose to issue and ultimately will issue if this offering is completed, may result in an immediate decrease in the market price of our Class A common stock. This decrease may continue after the completion of this offering.

If we fail to maintain compliance with the requirements for continued listing on the Nasdaq, our Class A common stock could be delisted from trading, which would adversely affect the liquidity of our Class A common stock and our ability to raise additional capital or enter into strategic transactions.

On February 25, 2022, we received a deficiency letter from the Nasdaq Listing Qualifications Department (the “Staff”) of the Nasdaq, notifying us that, for the last 30 consecutive business days, the closing bid price for our Class A common stock had closed below the minimum \$1.00 per share required for continued listing on the Nasdaq pursuant to Nasdaq Listing Rule 5550(a)(2) (“Rule 5550(a)(2)”). The

Nasdaq deficiency letter had no immediate effect on the listing of our Class A common stock and our Class A common stock has continued to trade on the Nasdaq. In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have been provided an initial period of 180 calendar days, or until August 24, 2022 to regain compliance with Rule 5550(a)(2) and if we do not regain compliance with Rule 5550(a)(2) by August 24, 2022, we may be afforded a second 180 calendar day compliance period to regain compliance by February 20, 2023 (the “Compliance Date”). To qualify, we would be required to meet the continued listing requirement for market value of publicly held shares and all other initial listing standards for The Nasdaq Capital Market, except for the minimum bid price requirement. In addition, we would be required to notify Nasdaq of our intent to cure the deficiency during the second compliance period. If, at any time before the Compliance Date, the bid price for our Class A common stock closes at \$1.00 or more per share for a minimum of 10 consecutive business days, as required under Rule 5550(a)(2), the Staff will provide written notification to us that we are in compliance with Rule 5550(a)(2). As of the date of this prospectus supplement, we have not yet regained compliance with Rule 5550(a)(2).

If we do not comply with Rule 5550(a)(2) by the Compliance Date, then Nasdaq will provide notice to us that our Class A common stock will be delisted. At that time, we may appeal the Staff’s delisting determination to a Nasdaq Listing Qualifications Panel (the “Panel”). We expect that our Class A common stock would remain listed pending the Panel’s decision. There can be no assurance that, if we do appeal the Staff’s delisting determination to the Panel, such appeal would be successful.

We intend to monitor the closing bid price of our Class A common stock and may, if appropriate, consider available options to regain compliance with the Rule 5550(a)(2), including seeking to effect a reverse split of our Class A common stock. On June 21, 2022, we filed a definitive proxy statement with the SEC asking our stockholders, among other proposals to be considered the 2022 Annual Meeting, to approve the adoption of an amendment to our amended and restated certificate of incorporation to effect a reverse stock split of our Class A common stock at a ratio of not less than 1-for-5 and not greater than 1-for-20 (collectively, the “Reverse Split”), with such ratio to be determined in the discretion of our board of directors and publicly disclosed prior to the effectiveness of the Reverse Split. However, even if the Reverse Split is approved by stockholders and effected, there can be no assurance that we will be able to regain compliance with Rule 5550(a)(2).

There are many factors that may adversely affect our minimum bid price. Many of these factors are outside of our control. As a result, we may not be able to sustain compliance with Rule 5550(a)(2) in the long term. Any potential delisting of our Class A common stock from the Nasdaq would likely result in decreased liquidity and increased volatility for our Class A common stock and would adversely affect our ability to raise additional capital or to enter into strategic transactions. Any potential delisting of our Class A common stock from the Nasdaq would also make it more difficult for our stockholders to sell our Class A common stock in the public market.

There is no public market for the pre-funded warrants or warrants being offered in this offering.

There is no established public trading market for the pre-funded warrants or warrants being offered in this offering, and we do not expect a market to develop. In addition, we do not intend to apply to list the pre-funded warrants or warrants on the Nasdaq or any national securities exchange or other nationally recognized trading system. Without an active market, the liquidity of the pre-funded warrants and warrants will be limited.

The pre-funded warrants and warrants are speculative in nature.

The pre-funded warrants and warrants do not confer any rights of Class A common stock ownership on its holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire shares of Class A common stock at a fixed price for a limited period of time. Specifically, commencing on the six-month anniversary of the date of issuance, holders of the warrants may exercise their right to acquire the Class A common stock and pay an exercise price of \$0.25 per share, subject to certain adjustments, prior to five years and six months from the date on which such warrants were issued, after which date any unexercised warrants will expire and have no further value. Holders of pre-funded warrants have identical rights, except that the pre-funded warrants have an exercise price of \$0.0001 and do not expire until exercised in full. Moreover, following this offering, the market value of the pre-funded warrants and

warrants, if any, is uncertain and there can be no assurance that the market value of the pre-funded warrants and warrants will equal or exceed their imputed offering price. The pre-funded warrants and warrants will not be listed or quoted for trading on any market or exchange. There can be no assurance that the market price of the Class A common stock will ever equal or exceed the exercise price of the warrants and consequently, whether it will ever be profitable for holders of the warrants to exercise the warrants.

We may not receive any additional funds upon the exercise of the pre-funded warrants or warrants.

Each pre-funded warrant and warrant may be exercised by way of a cashless exercise, meaning that the holder may not pay a cash purchase price upon exercise, but instead would receive upon such exercise the net number of shares of our Class A common stock determined according to the formula set forth in the pre-funded warrant or warrant. Accordingly, we may not receive any additional funds upon the exercise of the pre-funded warrants or warrants.

USE OF PROCEEDS

We estimate that the net proceeds from this offering will be approximately \$5.0 million, after deducting the placement agent fee and estimated offering expenses payable by us.

We currently intend to use the net proceeds from this offering for general corporate and working capital purposes. The amounts and timing of our actual expenditures will depend on numerous factors, including those described under “Risk Factors” in this prospectus and the documents incorporated by reference herein, as well as the amount of cash used in our operations. As a result, our management will have broad discretion to allocate the net proceeds from this offering. Pending the application of the net proceeds from any sale of securities under this prospectus, we may invest the net proceeds in interest-bearing accounts, money market accounts and/or interest-bearing securities.

DESCRIPTION OF THE SECURITIES WE ARE OFFERING

We are offering 11,700,000 units, with each unit consisting of one share of Class A common stock and a warrant to purchase one share of Class A common stock at an exercise price of \$0.25 per share, and 9,900,000 pre-funded warrants exercisable for one share of Class A common stock at an exercise price of \$0.0001 per share and an accompanying warrant to purchase one share of Class A common stock at an exercise price of \$0.25 per share. The shares of Class A common stock and accompanying warrants and pre-funded warrants and accompanying warrants will be issued separately, but will be purchased together in this offering. We are also registering the shares of Class A common stock issuable upon exercise of the pre-funded warrants and warrants. These securities are being issued pursuant to a securities purchase agreement between us and investors. You should review the securities purchase agreement, the form of pre-funded warrant and form of warrant, in each case to be filed as exhibits to a Current Report on Form 8-K on or about the date of this prospectus supplement and incorporated by reference into this prospectus supplement and the accompanying prospectus, for a complete description of the terms and conditions of the warrants. The following brief summary of the material terms and provisions of the pre-funded warrants and warrants is subject to and qualified in its entirety by, the applicable form of warrant.

Class A Common Stock

The material terms and provisions of our Class A common stock are described below under the caption “Description of Common Stock — Class A Common Stock” beginning on page 5 of the accompanying prospectus. As of June 24, 2022, we had 108,347,567 shares of our Class A common stock outstanding. Our Class A common stock is listed on the Nasdaq under the symbol “GNLN.”

Warrants

The following is a brief summary of the material terms of the warrants offered pursuant to this prospectus and is subject in all respects to the provisions contained in the warrants, the form of which will be filed as an exhibit to a Current Report on Form 8-K on or about the date hereof, which is incorporated by reference herein.

Exercisability. Holders may exercise the warrants at any time up to 11:59 p.m., New York time, on the date that is five years after the six-month anniversary of the date on which such warrants were issued. The warrants are exercisable, at the option of each holder, in whole or in part, by delivering to us a written exercise notice accompanied, within one trading day, by payment in full for the number of shares of our Class A common stock purchased upon such exercise (except in the case of a cashless exercise discussed below). The holder of warrants does not have the right to exercise any portion of the warrant if the holder would beneficially own in excess of 4.99% or 9.99%, as applicable, of the shares of our Class A common stock outstanding immediately after giving effect to such purchase. This percentage may, however, be raised or lowered to an amount not to exceed 9.99% at the option of the holder upon at least 61 days’ prior notice from the holder to us.

Cashless Exercise. At any time when a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the warrants is not effective, the holder may only exercise its warrants on a cashless basis. When exercised on a cashless basis, a portion of the warrant is cancelled in payment of the purchase price payable in respect of the number of shares of our Class A common stock purchasable upon such exercise.

Exercise Price. The exercise price of Class A common stock purchasable upon exercise of the warrants is \$0.25 per share. The exercise price and the number of shares issuable upon exercise of the warrants is subject to appropriate adjustment in the event of recapitalization events, stock dividends, stock splits, stock combinations or similar events affecting our Class A common stock.

Transferability. The warrants may be transferred at the option of the holder without obtaining our consent.

Exchange Listing. We do not plan on making an application to quote the warrants on the Nasdaq, any national securities exchange or any other nationally recognized trading system. Our Class A common stock underlying the warrants is quoted on the Nasdaq.

Rights as Stockholder. Except as otherwise provided in the warrants, including the right for warrant holders to receive the same dividends and distributions as holders of Class A common stock, or by virtue of such holder's ownership of our Class A common stock, the holders of the warrants do not have the rights or privileges of holders of our Class A common stock, including any voting rights, until they exercise their warrants.

Pre-Funded Warrants

The following is a brief summary of the material terms of the pre-funded warrants offered pursuant to this prospectus and is subject in all respects to the provisions contained in the warrants, the form of which will be filed as an exhibit to a Current Report on Form 8-K on or about the date hereof, which is incorporated by reference herein. The term "pre-funded" refers to the fact that the purchase price of our Class A common stock in this offering includes almost the entire exercise price that will be paid under the pre-funded warrants, except for a nominal remaining exercise price of \$0.0001. The purpose of the pre-funded warrants is to enable investors that may have restrictions on their ability to beneficially own more than 4.99% (or, upon election of the holder, 9.99%) of our outstanding Class A common stock following the consummation of this offering the opportunity to make an investment in the Company without triggering their ownership restrictions, by receiving pre-funded warrants in lieu of our Class A common stock which would result in such ownership of more than 4.99% (or 9.99%) and receive the ability to exercise their option to purchase the shares underlying the pre-funded warrants at such nominal price at a later date.

Exercisability. Holders may exercise the pre-funded warrants at any time following the six-month anniversary of issuance until the pre-funded warrants are exercised in full. The pre-funded warrants are exercisable, at the option of each holder, in whole or in part, by delivering to us a written exercise notice accompanied, within one trading day, by payment in full for the number of shares of our Class A common stock purchased upon such exercise (except in the case of a cashless exercise discussed below). The holder of pre-funded warrants does not have the right to exercise any portion of the pre-funded warrant if the holder would have beneficially owned in excess of 4.99% or 9.99%, as applicable, of the shares of our Class A common stock outstanding immediately after giving effect to such purchase. This percentage may, however, be raised or lowered to an amount not to exceed 9.99% at the option of the holder upon at least 61 days' prior notice from the holder to us.

Cashless Exercise. At any time when a registration statement covering the issuance of the shares of Class A common stock issuable upon exercise of the pre-funded warrants is not effective, the holder may only exercise its pre-funded warrants on a cashless basis. When exercised on a cashless basis, a portion of the pre-funded warrants are cancelled in payment of the purchase price payable in respect of the number of shares of our Class A common stock purchasable upon such exercise.

Exercise Price. The exercise price of Class A common stock purchasable upon exercise of the pre-funded warrants is \$0.0001 per share. The exercise price and the number of shares issuable upon exercise of the pre-funded warrants is subject to appropriate adjustment in the event of recapitalization events, stock dividends, stock splits, stock combinations or similar events affecting our Class A common stock.

Transferability. The pre-funded warrants may be transferred at the option of the holder without obtaining our consent.

Exchange Listing. We do not plan on making an application to quote the pre-funded warrants on the Nasdaq, any national securities exchange or any other nationally recognized trading system. Our Class A common stock underlying the pre-funded warrants is quoted on the Nasdaq.

Rights as Stockholder. Except as otherwise provided in the pre-funded warrants, including the right for pre-funded warrant holders to receive the same dividends and distributions as holders of Class A common stock, or by virtue of such holder's ownership of our Class A common stock, the holders of the pre-funded warrants do not have the rights or privileges of holders of our Class A common stock, including any voting rights, until they exercise their pre-funded warrants.

PLAN OF DISTRIBUTION

A.G.P. has agreed to act as our exclusive placement agent in connection with this offering subject to the terms and conditions of the placement agency agreement dated June 27, 2022. A.G.P. is not purchasing or selling any of the units or pre-funded warrants and accompanying warrants offered by this prospectus supplement, nor is it required to arrange the purchase or sale of any specific number or dollar amount of units or pre-funded warrants and accompanying warrants, but has agreed to use its reasonable best efforts to arrange for the sale of all of the units and pre-funded warrants and accompanying warrants offered hereby. We have entered into a securities purchase agreement directly with the investors in connection with this offering. The securities purchase agreement contains customary representations, warranties and covenants. The offering is expected to close on or about June 29, 2022, subject to customary closing conditions.

Fees and Expenses

We have agreed to pay A.G.P. a placement agent's fee equal to approximately \$0.3 million, or 6.0% of the aggregate purchase price of the securities sold in this offering. The following table shows the per unit and total cash placement agent's fees we will pay to A.G.P. in connection with the sale of the securities offered pursuant to this prospectus supplement and the accompanying prospectus, assuming the purchase of all of the securities offered hereby on a best efforts basis:

| | Per Unit | Per Pre-Funded Warrant and Accompanying Warrant | Total |
|----------------------------------|----------|----------------------------------------------------------|-------------|
| Public offering price | \$ 0.25 | \$ 0.2499 | \$5,399,010 |
| Placement agent fees | \$0.015 | \$ 0.014994 | \$ 323,941 |
| Proceeds, before expenses, to us | \$0.235 | \$ 0.234906 | \$5,075,069 |

We have agreed to reimburse A.G.P. at closing for legal and other expenses incurred by them in connection with the offering in an amount not to exceed \$35,000. We estimate the total expenses payable by us for this offering, excluding the placement agent fees and expenses, will be approximately \$75,000.

Indemnification

We have agreed to indemnify the Placement Agent and other specified persons against certain civil liabilities, including liabilities under the Securities Act and the Exchange Act, and to contribute to payments that the Placement Agent may be required to make in respect of such liabilities.

No Sales of Similar Securities

We, all of our directors, officers and 10% stockholders have agreed, subject to certain exceptions, not to sell or otherwise dispose of their respective shares of Class A common stock or any securities convertible into or exchangeable for Class A common stock, for a period of at least 90 days from the completion of this offering. Pursuant to the Securities Purchase Agreement entered into with investors in this offering we are also prohibited for a period of one year from the completion of this offering, subject to certain exceptions, from effecting or entering into an agreement to effect any issuance of our Class A common stock or common stock equivalents involving a variable rate transaction.

Listing

Our Class A common stock is listed on the Nasdaq under the symbol "GNLN."

Transfer Agent and Registrar

The transfer agent and registrar for our Class A common stock is EQ Shareowner Services.

Other Activities and Relationships

A.G.P. and certain of its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment

management, investment research, principal investment, hedging, financing and brokerage activities. A.G.P. and certain of its affiliates have, from time to time, performed and may in the future perform, various commercial and investment banking and financial advisory services for us and our affiliates, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, A.G.P. and certain of its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments issued by us and our affiliates. If A.G.P. or its affiliates have a lending relationship with us, they routinely hedge their credit exposure to us consistent with their customary risk management policies. A.G.P. and its affiliates may hedge such exposure by entering into transactions that consist of either the purchase of credit default swaps or the creation of short positions in our securities or the securities of our affiliates, including potentially the Class A common stock offered hereby. Any such short positions could adversely affect future trading prices of the Class A common stock offered hereby. A.G.P. and certain of its affiliates may also communicate independent recommendations, market color or trading ideas and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

LEGAL MATTERS

Certain legal matters in connection with this offering will be passed upon for us by Morrison & Foerster LLP, including the validity of the shares of our Class A common stock offered by this prospectus supplement and the accompanying prospectus. Certain matters will be passed upon for A.G.P. by Thompson Hine LLP.

EXPERTS

Marcum LLP, an independent registered public accounting firm, has audited our consolidated financial statements at December 31, 2021 and for the year then ended as set forth in its report included in our [annual report on Form 10-K for the year ended December 31, 2021](#), which is incorporated by reference into this prospectus supplement and elsewhere in the registration statement of which this prospectus supplement is a part. Our consolidated financial statements are incorporated by reference in reliance on Marcum LLP's reports, given on their authority as experts in accounting and auditing.

The consolidated financial statements of Greenlane Holdings, Inc. for the year ended December 31, 2020 (before the effects of the retrospective adjustments to the financial statements) (not separately presented herein) have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report incorporated by reference in the prospectus supplement. The retrospective adjustments to the 2020 financial statements have been audited by Marcum LLP. Such consolidated financial statements are incorporated by reference in reliance upon the respective reports of Deloitte & Touche LLP and Marcum LLP given their authority as experts in accounting and auditing.

INCORPORATION BY REFERENCE

We incorporate information into this prospectus supplement by reference, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement, except to the extent superseded by information contained herein or by information contained in documents filed with or furnished to the SEC after the date of this prospectus supplement. This prospectus supplement incorporates by reference the documents set forth below that have been previously filed or furnished, as applicable, with the SEC:

- [our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the SEC on March 31, 2022](#), as amended by Amendment No. 1 thereto filed with the SEC on [April 29, 2022](#);
- [our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2022, filed with the SEC on May 16, 2022](#);
- our Current Reports on Form 8-K, filed with the SEC on [January 4, 2022](#), [March 2, 2022](#), [March 10, 2022](#), [April 13, 2022](#) and [April 18, 2022](#); and
- our Registration Statement on [Form 8-A, filed with the SEC on April 18, 2019](#), which incorporates the description of our Class A common stock from our Registration Statement on [Form S-1 \(Reg. No. 333-230405\)](#), and all reports filed for the purpose of updating such description.

We also incorporate by reference into this prospectus supplement additional documents that we may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus supplement until we have sold all of the securities to which this prospectus supplement relates or the offering is otherwise terminated; provided, however, that we are not incorporating any information furnished under either Item 2.02 or Item 7.01 of any current report on Form 8-K. These documents may include, among others, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

You may obtain copies of any of these filings by contacting Greenlane Holdings, Inc., as described below, or by contacting the SEC or accessing its website as described above. Documents incorporated by reference are available without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into those documents, by requesting them in writing, by telephone or via the Internet at:

Greenlane Holdings, Inc.
1095 Broken Sound Parkway, Suite 300
Boca Raton, Florida 33487
(877) 292-7660
Website: <http://www.gnl.com>

THE INFORMATION CONTAINED ON, OR ACCESSIBLE THROUGH, OUR WEBSITE IS NOT INCORPORATED INTO AND DOES NOT CONSTITUTE A PART OF THIS PROSPECTUS.

PROSPECTUS



\$200,000,000
Class A Common Stock
Preferred Stock
Depository Shares
Warrants
Rights

We may offer, from time to time, one or more series or classes, separately or together, and in amounts, at prices and on terms to be set forth in one or more supplements to this prospectus, the following securities:

- Shares of our Class A common stock, \$0.01 par value per share, or our Class A common stock;
- Shares of our preferred stock, \$0.0001 par value per share, or our preferred stock;
- Depository shares representing our preferred stock, or depository shares;
- Warrants to purchase our Class A common stock, preferred stock or depository shares; and
- Rights to purchase our Class A common stock or preferred stock.

We refer to our Class A common stock, preferred stock, depository shares, warrants and rights registered hereunder collectively as the “securities.” We may offer these securities with an aggregate public offering price of up to \$200,000,000, or its equivalent in a foreign currency based on the exchange rate at the time of sale, in amounts, at initial prices and on terms determined at the time of the offering.

We will deliver this prospectus together with a prospectus supplement setting forth the specific terms of the securities we are offering. The applicable prospectus supplement also will contain information, where applicable, about U.S. federal income tax considerations relating to, and any listing on a securities exchange of, the securities covered by the prospectus supplement.

We may offer the securities directly to investors, through agents designated from time to time by them or us, or to or through underwriters or dealers or through any combination of these methods. If any agents, underwriters, or dealers are involved in the sale of any of the securities, their names, and any applicable purchase price, fee, commission or discount arrangement with, between or among them, will be set forth, or will be calculable from the information set forth, in an accompanying prospectus supplement. For more detailed information, see “Plan of Distribution” beginning on page 16. No securities may be sold without delivery of a prospectus supplement describing the method and terms of the offering of those securities.

Our Class A common stock is listed on the Nasdaq Global Market, or the Nasdaq, under the symbol “GNLN.” On July 1, 2021, the last reported sale price of our Class A common stock on the Nasdaq was \$4.72. Our corporate offices are located at 1095 Broken Sound Parkway, Suite 300, Boca Raton, Florida 33487 and our telephone number is (877) 292-7660.

See “Risk Factors” beginning on page 4 of this prospectus for certain risk factors to consider before making a decision to invest in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus is dated August 2, 2021.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a “shelf” registration process. This prospectus provides you with a general description of the securities we may offer. Each time we offer securities, we will provide a prospectus supplement and attach it to this prospectus. The prospectus supplement will contain specific information about the terms of the securities being offered at that time. The prospectus supplement may also add, update or change information contained in this prospectus.

You should rely only on the information provided or incorporated by reference in this prospectus or any applicable prospectus supplement. We have not authorized anyone to provide you with different or additional information. We are not making an offer to sell these securities in any jurisdiction where the offer or sale of these securities is not permitted. You should not assume that the information appearing in this prospectus, any applicable prospectus supplement or the documents incorporated by reference herein or therein is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

You should read carefully the entire prospectus, as well as the documents incorporated by reference in the prospectus, which we have referred you to in “Incorporation of Certain Information by Reference” below, before making an investment decision. Information incorporated by reference after the date of this prospectus may add, update or change information contained in this prospectus. Any information in such subsequent filings that is inconsistent with this prospectus will supersede the information in this prospectus or any earlier prospectus supplement.

Unless the context requires otherwise, references in this prospectus to “we,” “our,” “us” and “our company” refer to Greenlane Holdings, Inc., a Delaware corporation, together with our consolidated subsidiaries, including Greenlane Holdings, LLC, a Delaware limited liability company, or the Operating Company, of which we are the sole manager.

FORWARD-LOOKING STATEMENTS

This prospectus, filed as part of a registration statement on Form S-3 (“Form S-3”), and the documents incorporated by reference herein contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. In some cases, you can identify forward-looking statements by terminology such as “anticipate,” “estimate,” “plan,” “project,” “continuing,” “ongoing,” “expect,” “believe,” “intend,” “may,” “will,” “should,” “could” and similar expressions. Examples of forward-looking statements include, without limitation:

- the impacts of the novel coronavirus (“COVID-19”) pandemic and measures intended to prevent or mitigate its spread, and our ability to accurately assess and predict such impacts on our results of operations, financial condition, acquisition and disposition activities, and growth opportunities;
- statements regarding our growth and other strategies, results of operations or liquidity;
- statements regarding our pending merger with KushCo Holdings, Inc. (“KushCo”);
- statements concerning projections, predictions, expectations, estimates or forecasts as to our business, financial and operational results and future economic performance;
- statements regarding our industry;
- statements of management’s goals and objectives;
- projections of revenue, earnings, capital structure and other financial items;
- assumptions underlying statements regarding us or our business; and
- other similar expressions concerning matters that are not historical facts.

Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made or management's good faith belief as of that time with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to, those discussed in Part I, Item 1A of our Form 10-K under the heading "Risk Factors" and in other documents that we file from time to time with the Securities and Exchange Commission (the "SEC").

Forward-looking statements involve estimates, assumptions, known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any future results, performances, or achievements expressed or implied by the forward-looking statements. These risks include, but are not limited to, those listed below and those discussed in greater detail in Part I, Item 1A of our Form 10-K under the heading "Risk Factors."

- our strategy, outlook and growth prospects;
- failure to consummate the Mergers and the other transactions contemplated by the Merger Agreement (as discussed in further detail in this prospectus) as currently contemplated or at all;
- general economic trends and trends in the industry and markets in which we operate;
- public health crises, including the COVID-19 pandemic;
- our dependence on, and our ability to establish and maintain business relationships with, third-party suppliers and service suppliers;
- the competitive environment in which we operate;
- our vulnerability to third-party transportation risks;
- the impact of governmental laws and regulations and the outcomes of regulatory or agency proceedings;
- our ability to accurately estimate demand for our products and maintain appropriate levels of inventory;
- our ability to maintain or improve our operating margins and meet sales expectations;
- our ability to adapt to changes in consumer spending and general economic conditions;
- our ability to use or license certain trademarks;
- our ability to maintain consumer brand recognition and loyalty of our products;
- our and our customers' ability to establish or maintain banking relationships;
- fluctuations in U.S. federal, state, local and foreign tax obligation and changes in tariffs;
- our ability to address product defects;
- our exposure to potential various claims, lawsuits and administrative proceedings;
- contamination of, or damage to, our products;
- any unfavorable scientific studies on the long-term health risks of vaporizers, electronic cigarettes, e-liquids products or hemp-derived products, including cannabidiol ("CBD");
- failure of our information technology systems to support our current and growing business;
- our ability to prevent and recover from Internet security breaches;
- our ability to generate adequate cash from our existing business to support our growth;
- our ability to protect our intellectual property rights;
- our dependence on continued market acceptance of our products by consumers;

- our sensitivity to global economic conditions and international trade issues;
- our ability to comply with certain environmental, health and safety regulations;
- our ability to successfully identify and complete strategic acquisitions;
- natural disasters, adverse weather conditions, operating hazards, environmental incidents and labor disputes;
- increased costs as a result of being a public company; and
- our failure to maintain adequate internal controls over financial reporting.

Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results.

The forward-looking statements speak only as of the date on which they are made, and, except as required by law, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Consequently, you should not place undue reliance on forward-looking statements.

OUR COMPANY

We are one of the largest global sellers of premium cannabis accessories and liquid nicotine products in the world. We operate as a third-party brand accelerator, a powerful house of brands, and a distribution platform for consumption devices and lifestyle brands serving the global cannabis, hemp-derived CBD, and liquid nicotine markets. We have an established track record of partnering with brands through all stages of the product lifecycle, and serve an expansive customer base covering over 8,000 locations, which includes over 1,100 licensed cannabis businesses and 4,100 smoke and vape shops. We supply our products to stores around the globe, offering only the most desired, high-quality products.

We are the partner of choice for many of the industry's leading players including PAX Labs, Grenco Science, Storz & Bickel, Firefly, DaVinci, Santa Cruz Shredder, Cookies, among others. We have also set out to develop a world-class portfolio of our own proprietary brands ("Greenlane Brands") that we believe, over time will, deliver higher margins and create long-term value. Our Greenlane Brands include VIBES Rolling Papers, Pollen Gear, the Marley Natural accessory line, Aerspaced & Groove grinders, K. Haring Glass Collections, and Higher Standards, which serves as both upscale product line and an innovative retail experience with flagship stores at New York City's famed Chelsea Market and a location in California's iconic Malibu Village. Effective March 2, 2021, we added Eyce to our Greenlane Brands lineup through the acquisition of substantially all of the assets of Eyce LLC. We also own and operate several industry-leading e-commerce platforms, including Vapor.com, Higherstandards.com, Aerspaced.com, Canada.vapor.com, Puffitup.com and Vaposhop.com, among others. These e-commerce platforms offer our consumers a convenient and flexible shopping solution.

On March 31, 2021, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with Merger Sub Gotham 1, LLC, our wholly owned subsidiary ("Merger Sub 1"), Merger Sub Gotham 2, LLC ("Merger Sub 2"), our wholly owned subsidiary and KushCo. The transaction will proceed as follows: Merger Sub 1 will be merged with and into KushCo with KushCo as the surviving corporation and a wholly-owned subsidiary of the Company ("Initial Surviving Corporation")("Merger 1") and then the Initial Surviving Corporation will be merged with and into Merger Sub 2 with Merger Sub 2 as the surviving limited liability company and a wholly owned subsidiary of the Company ("Merger 2," and together with Merger 1, the "Mergers"). Under the terms of the Merger Agreement, KushCo stockholders will receive approximately 0.2539 shares of our Class A common stock for each share of KushCo common stock based on the exchange ratio calculated as of May 25, 2021, which is subject to adjustment as described in the Merger Agreement (the "Exchange Ratio") until immediately prior to the effective time of Merger 1. The Exchange Ratio is expected to result in KushCo stockholders owning approximately 49.9% of our Class A common stock and our existing stockholders owning approximately 50.1% of our Class A common stock. The Mergers are

subject to customary closing conditions, including approval by both our stockholders and the stockholders of KushCo and is expected to close in the third quarter of 2021. We can provide no assurances that the Mergers will close on the expected timeline or at all.

We were incorporated in Delaware on May 2, 2018, and are the sole manager of Greenlane Holdings, LLC (the “Operating Company”), a Delaware limited liability company that was formed on September 1, 2015. All of our assets are held by, and our operations are primarily conducted through, the Operating Company and its wholly owned subsidiaries. As of December 31, 2020, we owned a 31.6% interest in the Operating Company.

Our executive offices are located at 1095 Broken Sound Parkway, Boca Raton, Florida 33487. Our telephone number at our executive offices is (877) 292-7660 and our corporate website is www.gnl.com. The information on, or accessible through, our website is not incorporated into and does not constitute a part of this prospectus or any other report or document we file with or furnish to the SEC.

RISK FACTORS

You should consider carefully the risk factors incorporated in this prospectus by reference to our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021, together with all of the other information contained or incorporated by reference in this prospectus before deciding to invest in our securities.

USE OF PROCEEDS

Unless otherwise described in the applicable prospectus supplement to this prospectus used to offer specific securities, we intend to use the net proceeds from the sale of securities under this prospectus to potentially fund business acquisitions and for general corporate purposes, which may include, without limitation, the repayment of outstanding indebtedness, capital expenditures and working capital. Pending the application of the net proceeds from any sale of securities under this prospectus, we may invest the net proceeds in interest-bearing accounts, money market accounts and/or interest-bearing securities. Further details regarding the use of the net proceeds from the sale of securities will be set forth in the applicable prospectus supplement.

DESCRIPTION OF COMMON STOCK

The following summary of the material terms of our common stock does not purport to be complete. For a complete description, we refer you to the Delaware General Corporation Law, or the DGCL, and to our charter and bylaws. For a more complete understanding of our common stock, we encourage you to read carefully this entire prospectus, as well as our charter and bylaws, each of which is incorporated herein by reference, and the following summary is qualified in its entirety by reference to our charter and bylaws. See “Where To Find Additional Information” for information on how to obtain documents from us, including our charter and bylaws.

General

We have one class of securities outstanding, our Class A common stock, \$0.01 par value, registered under Section 12 of the Exchange Act. Our Class B common stock, \$0.0001 par value per share, and our Class C common stock, \$0.0001 par value per share, are not registered under Section 12 of the Exchange Act, but descriptions of our Class B common stock and our Class C common stock are included herein in order to give context to the relative rights of the holders of our Class A common stock.

The following is a description of the rights and privileges of our common stock and related provisions of our amended and restated certificate of incorporation (the “charter”), our amended and restated bylaws (the “bylaws”), and applicable provisions of Delaware law. This description is qualified in its entirety by, and should be read in conjunction with, our charter and bylaws and the applicable provisions of Delaware law.

Our charter provides that our authorized capital stock consists of 125,000,000 shares of our Class A common stock, 10,000,000 shares of our Class B common stock, 100,000,000 shares of our Class C common stock, and 10,000,000 shares of preferred stock, \$0.0001 par value per share.

As part of the closing conditions to the Merger Agreement, our stockholders must consider and vote upon a proposal (the “Charter Amendment Proposal”) to approve and adopt the Amended and Restated Certificate of Incorporation of Greenlane (the “A&R Charter”). If the Charter Amendment Proposal is approved, the A&R Charter will (i) increase the number of shares of our Class B common stock authorized for issuance from 10,000,000 shares to 30,000,000 shares, (ii) increase the number of shares of our Class A common stock authorized for issuance from 125,000,000 shares to 600,000,000 shares, and (iii) eliminate all references to our Class C common stock.

Class A Common Stock

Issuance of Class A Common Stock with our Common Units

We may undertake any action, including, without limitation, a reclassification, dividend, division or recapitalization with respect to shares of our Class A common stock, to the extent necessary to maintain a one-to-one ratio between the number of our common units we own, and the number of outstanding shares of our Class A common stock, disregarding unvested shares issued in connection with stock incentive plans, shares issuable upon the exercise, conversion or exchange of certain convertible or exchangeable securities and treasury stock.

Voting Rights

Holders of our Class A common stock are entitled to cast one vote per share. Holders of our Class A common stock are not entitled to cumulative voting in the election of directors. Generally, holders of all classes of our common stock, including classes not registered under the Exchange Act, vote together as a single class and an action is approved by our stockholders if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action, except in a contested director election where directors are elected by a plurality of the votes cast. Except as otherwise provided by applicable law, amendments to our charter must be approved by a majority or, in some cases, two-thirds of the combined voting power of all shares entitled to vote thereon, voting together as a single class.

Dividend Rights

Holders of our Class A common stock share ratably (based on the number of shares of our Class A common stock held) if and when any dividend is declared by our Board out of funds legally available therefor, subject to restrictions, whether statutory or contractual (including with respect to any outstanding indebtedness), on the declaration and payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock or any class or series of stock having a preference over, or the right to participate with, our Class A common stock with respect to the payment of dividends.

Liquidation Rights

On our liquidation, dissolution or winding up, each holder of our Class A common stock will be entitled to a pro rata distribution of the net assets, if any, available for distribution to common stockholders.

Other Matters

No shares of our Class A common stock are subject to redemption or have preemptive rights to purchase additional shares of our Class A common stock. Holders of shares of our Class A common stock do not have subscription, redemption or conversion rights.

Authorized but Unissued Shares

The authorized but unissued shares of our Class A common stock will be available for future issuance without stockholder approval. These additional shares may be utilized for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions and employee benefit plans. The existence of authorized but unissued shares of our Class A common stock could render it more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Trading

Our Class A common stock is listed on Nasdaq under the symbol “GNLN.”

Transfer Agent and Registrar

The transfer agent and registrar for our Class A common stock is EQ Shareowner Services. The transfer agent’s address is 3200 Cherry Creek South Drive, Suite 430, Denver, CO 80209, and its telephone number is (303) 282-4800.

Class B Common Stock***Issuance of Class B Common Stock with our Common Units***

Shares of our Class B common stock may be issued only to, and registered in the name of, the owners of our common units prior to our initial public offering, other than Aaron LoCascio, our current Chief Executive Officer, Adam Schoenfeld, our Chief Strategy Officer and Jacoby & Co, Inc. (“Jacoby”), an affiliated entity of Mr. Schoenfeld and Mr. LoCascio (collectively, the “Founder Members”) and persons who acquire shares of our Class B common stock, by voluntary conversion of shares of our Class C common stock or by a transfer from a holder of shares of our Class B common stock. Shares of our Class B common stock will only be issued in the future to the extent necessary in connection with the conversion of shares of our Class C common stock. Following any issuance, there must be a one-to-one ratio between the number of our common units owned by all holders of our Class B common stock and the number of outstanding shares of our Class B common stock owned by all such holders. Shares of our Class B common stock will be cancelled on a one-to-one basis if a holder of shares of our Class B common stock elects to have its corresponding common units redeemed pursuant to the terms of the Third Amended and Restated Agreement of Greenlane Holdings, LLC (the “Operating Agreement”).

Voting Rights

Holders of our Class B common stock are entitled to cast one vote per share, with the number of shares of our Class B common stock held by each of our stockholders other than our Founder Members (the “Non-Founder Members”) being equal to the number of our common units held by such Non-Founder Member. Holders of our Class B common stock are not be entitled to cumulate their votes in the election of directors.

Generally, holders of all classes of our common stock vote together as a single class and an action is approved by our stockholders if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action, except in a contested director election where directors are elected by a plurality of the votes cast. Except as otherwise provided by applicable law, amendments to our charter must be approved by a majority or, in some cases, two-thirds of the combined voting power of all shares entitled to vote thereon, voting together as a single class.

Dividend Rights

Holders of our Class B common stock will not participate in any dividend declared by our Board.

Liquidation Rights

On our liquidation, dissolution or winding up, holders of our Class B common stock will not be entitled to receive any distribution of our assets.

Transfers

Pursuant to our charter and the Operating Agreement, holders of our Class B common stock are subject to restrictions on transfer of such shares, including that:

- the holder will not transfer any shares of our Class B common stock to any person, other than to us, unless the holder simultaneously transfers an equal number of our common units to the same person; and

- in the event the holder transfers any of our common units to any person, other than to us, the holder will simultaneously transfer an equal number of shares of our Class B common stock to the same person.

Merger, Consolidation, Tender or Exchange Offer

The holders of our Class B common stock have the right to receive, or the right to elect to receive, the same form and amount (on a per share basis) of consideration, if any, as the holders of our Class C common stock in the event of a merger, consolidation, conversion, exchange or other business combination requiring the approval of our stockholders or a tender or exchange offer to acquire any shares of our Class A common stock. However, on a per share basis, the holders of our Class B common stock will be entitled to receive, or elect to receive, three times the amount of consideration on a per share basis as the holders of our Class C common stock.

Other Matters

No shares of our Class B common stock will be subject to redemption or have preemptive rights to purchase additional shares of our Class B common stock. Holders of shares of our Class B common stock do not have subscription, redemption or conversion rights.

Class C Common Stock

Impact of the Mergers on our Class C Common Stock

The below description of our Class C common stock describes our Class C common stock as of the date of the registration statement of which this prospectus is a part, without giving effect to the proposals contained in our joint proxy statement/prospectus previously filed with the SEC on Form S-4 or the Mergers. As described below, under our Charter, each share of our Class C common stock shall automatically be converted into one-third of a share of our Class B common stock if the holders of a majority of the shares of our Class C common stock then outstanding, acting as a single class, approve or consent to such conversion. Pursuant to the Merger Agreement and the voting agreement entered into by Jacoby (the "Voting Agreement") by which all proposals presented at our Annual meeting (other than the Merger Proposal, on which it is not entitled to vote), our Founder Members have agreed to effect the "Class C Conversion," which will result in the issuance of 22,008,781 shares of our Class B common stock upon conversion of 100% of the shares of our Class C common stock held by our Founder Members. If the Class C Conversion is consummated in accordance with the terms of the Merger Agreement and the Voting Agreement, no shares of our Class C common stock will be outstanding after the consummation of the Mergers and the A&R Charter will eliminate references to our Class C common stock.

Issuance of Class C Common Stock with our Common Units

Shares of our Class C common stock may be issued only to, and registered in the name of our Founder Members. Following any issuance, there must be a one-to-three ratio between the number of our common units owned by the holders of our Class C common stock and the number of shares of our Class C common stock owned by such holders. Shares of our Class C common stock will be cancelled on a three-to-one basis if a holder of shares of our Class C common stock elects to have its corresponding common units redeemed pursuant to the terms of our Operating Agreement.

Voting Rights

Holders of our Class C common stock are entitled to cast one vote per share, with the number of shares of our Class C common stock held by each Founder Member being equal to three times the number of our common units held by such Founder Member.

Generally, holders of all classes of our common stock vote together as a single class and an action is approved by our stockholders if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action, except in a contested director election where directors are elected by a plurality of the votes cast. Except as otherwise provided by applicable law, amendments to our charter must

be approved by a majority or, in some cases, two-thirds of the combined voting power of all shares entitled to vote thereon, voting together as a single class.

Dividend Rights

Holders of our Class C common stock will not participate in any dividend declared by our Board.

Liquidation Rights

On our liquidation, dissolution or winding up, holders of our Class C common stock will not be entitled to receive any distribution of our assets.

Transfers

Pursuant to our charter and the Operating Agreement, holders of our Class C common stock are subject to restrictions on transfer of such shares, including that:

- the holder will not transfer any shares of our Class C common stock to any person other than Founder Members except as described below under “Conversion”;
- the holder will not transfer any shares of our Class C common stock to any permitted transferee unless the holder simultaneously transfers one-third the number of our common units to the same person; and
- the amount of such transfer of shares of our Class C common stock is equal to three or a multiple of three.

Conversion

Each share of our Class C common stock shall automatically be converted into one-third of a share of our Class B common stock if the holders of a majority of the shares of our Class C common stock then outstanding, acting as a single class, approve or consent to such conversion.

In addition, if at any time any share of our Class C common stock is not owned by, or is transferred to a person other than, (i) Aaron LoCascio or Adam Schoenfeld, their spouses or any of their lineal descendants, (ii) any entity wholly owned by Mr. LoCascio or Mr. Schoenfeld, their spouses, any of their lineal descendants or any trust or other estate planning vehicle for the benefit of such persons, or (iii) any trust or other estate planning vehicle for the benefit of Mr. LoCascio or Mr. Schoenfeld, their spouses or any of their lineal descendants, such share of our Class C common stock shall automatically be converted into one-third of a share of our Class B common stock.

Merger, Consolidation, Tender or Exchange Offer

The holders of our Class C common stock will not be entitled to receive consideration per share, if any, for their shares in excess of one-third of that payable per share to the holders of our Class B common stock in the event of a merger, consolidation, conversion, exchange or other business combination requiring the approval of our stockholders or a tender or exchange offer to acquire any shares of our Class A common stock. However, in any such event involving consideration in the form of securities, the holders of our Class C common stock will be entitled to receive securities that have no more than three times the voting power of any securities distributed to the holders of our Class B common stock.

Other Matters

No shares of our Class C common stock will be subject to redemption or have preemptive rights to purchase additional shares of our Class C common stock. Holders of shares of our Class C common stock do not have subscription, redemption or, except as expressly provided in our charter, conversion rights. Upon completion of the Class C Conversion, no shares of our Class C common stock will be issued and outstanding.

DESCRIPTION OF PREFERRED STOCK

The following description sets forth certain general terms of the shares of our preferred stock to which any prospectus supplement may relate. This description and the description contained in any prospectus supplement are not complete and are in all respects subject to and qualified in their entirety by reference to our charter, the applicable articles supplementary that describes the terms of the related class or series of our preferred stock, and our bylaws, each of which we will make available upon request.

General

Our charter provides that we may issue up to 10,000,000 shares of preferred stock, \$0.0001 par value per share. Our charter authorizes our Board to increase or decrease the number of authorized shares without stockholder approval. As of July 1, 2021, no shares of our preferred stock were issued and outstanding.

Subject to the limitations prescribed by Delaware law and our charter and bylaws, our Board is authorized to establish the number of shares constituting each series of preferred stock and to fix the designations and powers, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including such provisions as may be desired concerning voting, redemption, dividends, dissolution or the distribution of assets, conversion or exchange, and such other subjects or matters as may be fixed by resolution of our Board of Directors or duly authorized committee thereof.

The prospectus supplement relating to the series of preferred stock offered thereby will describe the specific terms of such securities, including:

- the title and stated value of such preferred stock;
- the number of shares of such preferred stock offered, the liquidation preference per share and the offering price of such shares;
- the dividend rate(s), period(s) and payment date(s) or method(s) of calculation thereof applicable to such preferred stock;
- whether dividends shall be cumulative or non-cumulative and, if cumulative, the date from which dividends on such preferred stock shall accumulate;
- the procedures for any auction and remarketing, if any, for such preferred stock;
- the provisions for a sinking fund, if any, for such preferred stock;
- the provisions for redemption, if applicable, of such preferred stock;
- any listing of such preferred stock on any securities exchange;
- the terms and conditions, if applicable, upon which shares of such preferred stock will be convertible into shares of our Class A common stock, including the conversion price (or manner of calculation thereof) and conversion period;
- a discussion of material U.S. federal income tax considerations applicable to such preferred stock;
- any limitations on issuance of any series of preferred stock ranking senior to or on a parity with such series of preferred stock as to dividend rights and rights upon liquidation, dissolution or winding up of our affairs;
- any other specific terms, preferences, rights, limitations or restrictions of such preferred stock.

DESCRIPTION OF DEPOSITARY SHARES

General

We may issue receipts for depositary shares, each of which will represent a fractional interest of a share of a particular series of our preferred stock, as specified in the applicable prospectus supplement. Preferred stock of each series represented by depositary shares will be deposited under a separate deposit agreement among us, the depositary named therein and the holders from time to time of the depositary receipts. Subject

to the terms of the applicable deposit agreement, each owner of a depositary receipt will be entitled, in proportion to the fractional interest of a share of a particular series of our preferred stock represented by the depositary shares evidenced by such depositary receipt, to all the rights and preferences of the preferred stock represented by such depositary shares (including dividend, voting, conversion, redemption and liquidation rights).

The depositary shares will be evidenced by depositary receipts issued pursuant to the applicable deposit agreement. Immediately following the issuance and delivery of the shares of preferred stock by us to a preferred share depositary, we will cause such preferred shares depositary to issue, on our behalf, the depositary receipts. Copies of the applicable form of deposit agreement and depositary receipt may be obtained from us upon request, and the statements made hereunder relating to the deposit agreement and the depositary receipts to be issued thereunder are summaries of certain provisions thereof and do not purport to be complete and are subject to, and qualified in their entirety by reference to, all of the provisions of the applicable deposit agreement and the related depositary receipts, as well as our charter, including articles supplementary relating to the applicable class or series of our preferred stock.

Dividends and Other Distributions

The preferred share depositary will distribute all cash dividends or other cash distributions received in respect of the shares of our preferred stock to the record holders of depositary receipts evidencing the related depositary shares in proportion to the number of such depositary receipts owned by such holders, subject to certain obligations of holders to file proofs, certificates and other information and to pay certain charges and expenses to the preferred shares depositary.

In the event of a distribution other than in cash, the preferred shares depositary will distribute property received by it to the record holders of depositary receipts entitled thereto, subject to certain obligations of holders to file proofs, certificates and other information and to pay certain charges and expenses to the preferred shares depositary, unless the preferred shares depositary determines that it is not feasible to make such distribution, in which case the preferred shares depositary may, with our approval, sell such property and distribute the net proceeds from such sale to such holders.

No distribution will be made in respect of any depositary share to the extent that it represents any shares of preferred stock converted into other securities.

Withdrawal of Shares

Upon surrender of the depositary receipts at the corporate trust office of the applicable preferred shares depositary (unless the related depositary shares have previously been called for redemption or converted into other securities), the holders thereof will be entitled to delivery at such office, to or upon such holder's order, of the number of whole or fractional shares of preferred stock and any money or other property represented by the depositary shares evidenced by such depositary receipts. Holders of depositary receipts will be entitled to receive whole or fractional shares of preferred stock on the basis of the proportion of preferred shares represented by each depositary share as specified in the applicable prospectus supplement, but holders of such preferred shares will not thereafter be entitled to receive depositary shares therefor. If the depositary receipts delivered by the holder evidence a number of depositary shares in excess of the number of depositary shares representing the number of shares of preferred stock to be withdrawn, the preferred shares depositary will deliver to such holder at the same time a new depositary receipt evidencing such excess number of depositary shares.

Redemption of Depositary Shares

Whenever we redeem shares of our preferred stock held by the preferred shares depositary, the preferred shares depositary will redeem as of the same redemption date the number of depositary shares representing shares of preferred stock so redeemed, provided we shall have paid in full to the preferred shares depositary the redemption price of the preferred shares to be redeemed plus an amount equal to any accrued and unpaid dividends thereon to the date fixed for redemption. The redemption price per depositary share will be equal to the corresponding proportion of the redemption price and any other amounts per share payable with respect to the preferred shares. If fewer than all the depositary shares are to be redeemed,

the depositary shares to be redeemed will be selected pro rata (as nearly as may be practicable without creating fractional depositary shares) or by any other equitable method determined by us that will not result in a violation of the ownership restrictions in our charter.

From and after the date fixed for redemption, all dividends in respect of the preferred shares so called for redemption will cease to accrue, the depositary shares so called for redemption will no longer be deemed to be outstanding and all rights of the holders of the depositary receipts evidencing the depositary shares so called for redemption will cease, except the right to receive any moneys payable upon such redemption and any money or other property to which the holders of such depositary receipts were entitled upon such redemption and surrender thereof to the preferred shares depositary.

Voting of the Shares of Preferred Stock

Upon receipt of notice of any meeting at which the holders of the applicable shares of our preferred stock are entitled to vote, the preferred shares depositary will mail the information contained in such notice of meeting to the record holders of the depositary receipts evidencing the depositary shares that represent such shares of preferred stock. Each record holder of depositary receipts evidencing depositary shares on the record date (which will be the same date as the record date for the preferred shares) will be entitled to instruct the preferred shares depositary as to the exercise of the voting rights pertaining to the amount of preferred shares represented by such holder's depositary shares. The preferred shares depositary will vote the amount of preferred shares represented by such depositary shares in accordance with such instructions, and we will agree to take all reasonable action that may be deemed necessary by the preferred shares depositary in order to enable the preferred shares depositary to do so. The preferred shares depositary will abstain from voting the amount of preferred shares represented by such depositary shares to the extent it does not receive specific instructions from the holders of depositary receipts evidencing such depositary shares. The preferred shares depositary shall not be responsible for any failure to carry out any instruction to vote, or for the manner or effect of any such vote made, as long as any such action or non-action is in good faith and does not result from negligence or willful misconduct of the preferred shares depositary.

Liquidation Preference

In the event of our liquidation, dissolution or winding up, whether voluntary or involuntary, the holders of each depositary receipt will be entitled to the fraction of the liquidation preference accorded each shares of preferred stock represented by the depositary shares evidenced by such depositary receipt, as set forth in the applicable prospectus supplement.

Amendment and Termination of Deposit Agreement

The form of depositary receipt evidencing the depositary shares which represent the preferred stock and any provision of the deposit agreement may at any time be amended by agreement between us and the preferred shares depositary. However, any amendment that materially and adversely alters the rights of the holders of depositary receipts or that would be materially and adversely inconsistent with the rights granted to the holders of the related preferred stock will not be effective unless such amendment has been approved by the existing holders of at least two-thirds of the applicable depositary shares evidenced by the applicable depositary receipts then outstanding. No amendment shall impair the right, subject to certain exceptions in the deposit agreement, of any holder of depositary receipts to surrender any depositary receipt with instructions to deliver to the holder the related preferred shares and all money and other property, if any, represented thereby, except in order to comply with law. Every holder of an outstanding depositary receipt at the time any such amendment becomes effective shall be deemed, by continuing to hold such receipt, to consent and agree to such amendment and to be bound by the deposit agreement as amended thereby.

The deposit agreement may be terminated by us upon not less than 30 days' prior written notice to the preferred shares depositary if a majority of each series of preferred stock affected by such termination consents to such termination, whereupon the preferred shares depositary shall deliver or make available to each holder of depositary receipts, upon surrender of the depositary receipts held by such holder, such number of whole or fractional shares of our preferred stock as are represented by the depositary shares evidenced by such depositary receipts together with any other property held by the preferred shares depositary with respect to such depositary receipts. The deposit agreement will automatically terminate if (i) all outstanding

depository shares shall have been redeemed, (ii) there shall have been a final distribution in respect of the related preferred shares in connection with our liquidation, dissolution or winding up and such distribution shall have been distributed to the holders of depository receipts evidencing the depository shares representing such preferred shares or (iii) each related share of our preferred stock shall have been converted into our securities not so represented by depository shares.

Charges of Preferred Shares Depository

We will pay all transfer and other taxes and governmental charges arising solely from the existence of the deposit agreement. In addition, we will pay the fees and expenses of the preferred shares depository in connection with the performance of its duties under the deposit agreement. However, holders of depository receipts will pay the fees and expenses of the preferred shares depository for any duties requested by such holders to be performed which are outside of those expressly provided for in the deposit agreement.

Resignation and Removal of Depository

The preferred shares depository may resign at any time by delivering to us notice of its election to do so, and we may at any time remove the preferred shares depository, any such resignation or removal to take effect upon the appointment of a successor preferred shares depository. A successor preferred shares depository must be appointed within 60 days after delivery of the notice of resignation or removal and must be a bank or trust company having its principal office in the United States and that meets certain combined capital and surplus requirements.

Miscellaneous

The preferred shares depository will forward to holders of depository receipts any reports and communications from the Company which are received by the preferred shares depository with respect to the related preferred shares.

Neither the preferred shares depository nor we will be liable if it is prevented from or delayed in, by law or any circumstances beyond its control, performing its obligations under the deposit agreement. The obligations of us and the preferred shares depository under the deposit agreement will be limited to performing our respective duties thereunder in good faith and without negligence (in the case of any action or inaction in the voting of preferred shares represented by the depository shares), gross negligence or willful misconduct, and we and the preferred shares depository will not be obligated to prosecute or defend any legal proceeding in respect of any depository receipts, depository shares or preferred shares represented thereby unless satisfactory indemnity is furnished. We and the preferred shares depository may rely on written advice of counsel or accountants, or information provided by persons presenting preferred shares represented thereby for deposit, holders of depository receipts or other persons believed in good faith to be competent to give such information, and on documents believed in good faith to be genuine and signed by a proper party.

In the event that the preferred shares depository receives conflicting claims, requests or instructions from any holders of depository receipts, on the one hand, and us, on the other hand, the preferred shares depository shall be entitled to act on such claims, requests or instructions received from us.

DESCRIPTION OF WARRANTS

We may offer by means of this prospectus warrants for the purchase of any of the securities offered by this prospectus. We may issue warrants separately or together with any other securities offered by means of this prospectus, and the warrants may be attached to or separate from such securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent specified therein or in the applicable prospectus supplement. The warrant agent will act solely as our agent in connection with the warrants of such series and will not assume any obligation or relationship of agency or trust for or with any holders or beneficial owners of warrants.

The applicable prospectus supplement will describe the following terms, where applicable, of the warrants in respect of which this prospectus is being delivered:

- the title and issuer of such warrants;
- the aggregate number of such warrants;
- the price or prices at which such warrants will be issued;
- the currencies in which the price or prices of such warrants may be payable;
- the designation, amount and terms of the securities purchasable upon exercise of such warrants;
- the designation and terms of the other securities with which such warrants are issued and the number of such warrants issued with each such security;
- if applicable, the date on and after which such warrants and the securities purchasable upon exercise of such warrants will be separately transferable;
- the price or prices at which and currency or currencies in which the securities purchasable upon exercise of such warrants may be purchased;
- the date on which the right to exercise such warrants shall commence and the date on which such right shall expire;
- the minimum or maximum amount of such warrants which may be exercised at any one time;
- information with respect to book-entry procedures, if any;
- a discussion of material U.S. federal income tax considerations; and
- any other material terms of such warrants, including terms, procedures and limitations relating to the exchange and exercise of such warrants.

DESCRIPTION OF RIGHTS

We may issue rights to our stockholders for the purchase of shares of our Class A common stock or preferred stock. Each series of rights will be issued under a separate rights agreement to be entered into between us and a bank or trust company, as rights agent, all as set forth in the prospectus supplement relating to the particular issue of rights. The rights agent will act solely as our agent in connection with the certificates relating to the rights of such series and will not assume any obligation or relationship of agency or trust for or with any holders of rights certificates or beneficial owners of rights. The rights agreement and the rights certificates relating to each series of rights will be filed with the SEC and incorporated by reference as an exhibit to the registration statement of which this prospectus is a part.

The applicable prospectus supplement will describe the following terms, where applicable, of the rights to be issued:

- the date for determining the stockholders entitled to the rights distribution;
- the aggregate number of shares of Class A common stock purchasable upon exercise of such rights and the exercise price;
- the aggregate number of rights being issued;
- the date, if any, on and after which such rights may be transferable separately;
- the date on which the right to exercise such rights shall commence and the date on which such right shall expire;
- discussion of material U.S. federal income tax considerations; and
- any other terms of such rights, including terms, procedures and limitations relating to the distribution, exchange, listing, transferability and exercise of such rights.

OUR OPERATING COMPANY AND THE OPERATING AGREEMENT

The following is a summary of the material provisions of the Third Amended and Restated Operating Agreement of Greenlane Holdings, LLC, or the Operating Agreement, a copy of which is filed as an exhibit to the registration statement of which this prospectus is a part. This summary does not purport to be complete and is subject to and qualified in its entirety by reference to applicable provisions of the Delaware General Corporation Law, as amended, and the operating agreement. See “Where To Find Additional Information.” For purposes of this section, references to “we,” “our,” “us” and “our company” refer to Greenlane Holdings, Inc. alone, and not to its subsidiaries. For the purposes of this section, references to the “Operating Company” refer to Greenlane Holdings, LLC, a subsidiary of Greenlane Holdings, Inc.

General

We operate our business through the Operating Company (Greenlane Holdings, LLC) and its subsidiaries. We and the other members party thereto have entered into the Third Amended and Restated Operating Agreement of Greenlane Holdings, LLC (the “Operating Agreement”). Among the members who are a party to the Operating Agreement are Aaron LoCascio, Adam Schoenfeld and Douglas Fischer, our Chief Executive Officer, Chief Strategy Officer and General Counsel, respectively. The operations of the Operating Company and the rights and obligations of the holders of common units, are set forth in the Operating Agreement.

Appointment as Manager

Under the Operating Agreement, we are the sole manager of the Operating Company. As the manager, we control all of the day-to-day business affairs and decision-making of the Operating Company without the approval of any other member, unless otherwise stated in the Operating Agreement. As such, we, through our officers and directors, are responsible for all operational and administrative decisions of the Operating Company and the day-to-day management of the Operating Company’s business. Pursuant to the terms of the Operating Agreement, we cannot be removed as the sole manager of the Operating Company by the other members.

Compensation

We are entitled to compensation for our services as the manager. We are entitled to reimbursement by the Operating Company for all fees and expenses incurred on behalf of the Operating Company, including all expenses associated with this offering and maintaining its corporate existence, and all fees, expenses and costs of being a public company (including expenses incurred in connection with public reporting obligations, proxy statements, stockholder meetings, stock exchange fees, transfer agent fees, legal fees, SEC and FINRA filing fees and offering expenses) and maintaining its corporate existence, including all costs of maintaining our Board and its committees, executive compensation and certain insurance policies.

Capitalization

The Operating Agreement provides for a single class of common membership units, which we refer to as the “common units.” The Operating Agreement reflects a split of common units such that we acquired one common unit with the net proceeds received by us from the initial public offering from the sale of one share of our Class A common stock. Each of our common units entitles the holder to a pro rata share of the net profits and net losses and distributions of the Operating Company.

Distributions

The Operating Agreement requires “tax distributions,” as that term is defined in the Operating Agreement, to be made by the Operating Company to its “members,” as that term is defined in the Operating Agreement. Tax distributions will be made at least annually to each member of the Operating Company, including us, based on such member’s allocable share of the taxable income of the Operating Company and at a commencing tax rate equal to the highest effective marginal combined federal, state and local income tax rate applicable to corporate or individual taxpayers that may potentially apply to any member for the relevant period taking into account (i) any deductions pursuant to Section 199A of the Code, and (ii) the

character of the relevant tax items (e.g., ordinary or capital), as we, as the sole manager of the Operating Company, reasonably determine. For this purpose, the taxable income of the Operating Company, and our allocable share of such taxable income, shall be determined without regard to any tax basis adjustments that result from our deemed or actual purchase of common units from the members. The tax rate used to determine tax distributions will apply regardless of the actual final tax liability of any such member. Tax distributions will also be made only to the extent all distributions from the Operating Company for the relevant period were otherwise insufficient to enable each member to cover its tax liabilities as calculated in the manner described above. The Operating Agreement also allows for distributions to be made by the Operating Company to its members on a pro rata basis out of “distributable cash,” as that term is defined in the Operating Agreement. We expect the Operating Company may make distributions out of distributable cash periodically to the extent permitted by the agreements governing its indebtedness and as required by the Operating Company for its capital and other needs, such that we in turn are able to make dividend payments, if any, to the holders of our Class A common stock.

Common Unit Redemption Right

The Operating Agreement provides a redemption right to the members which entitles them to have their common units redeemed, at the election of each such person, for, at the option of the independent directors (within the meaning of the Nasdaq Marketplace Rules) of our Board who are disinterested, newly-issued shares of our Class A common stock on a one-to-one basis or a cash payment equal to the five-day average volume weighted average market prices of one share of our Class A common stock for each common unit redeemed (subject to customary adjustments, including for stock splits, stock dividends and similar events affecting the Class A common stock). If we decide to make a cash payment, the member has the option to rescind its redemption request within a specified time period. Upon the exercise of the redemption right, the redeeming member will surrender its common units to the Operating Company for cancellation. The Operating Agreement requires that we contribute cash or shares of our Class A common stock to the Operating Company in exchange for an amount of common units in the Operating Company that will be issued to us equal to the number of common units redeemed from the member. The Operating Company will then distribute the cash or shares of our Class A common stock to such member to complete the redemption. In the event of such election by a member, we may, at our option, effect a direct exchange by us of cash or our Class A common stock for such common units in lieu of such a redemption. Whether by redemption or exchange, we are obligated to ensure that at all times the number of common units that we own equals the number of shares of our Class A common stock issued by us (subject to certain exceptions for treasury shares and shares underlying certain convertible or exchangeable securities).

Issuance of Common Units upon Exercise of Options or Issuance of Other Equity Compensation

We may implement guidelines to provide for the method by which shares of our Class A common stock may be exchanged or contributed between us and the Operating Company (or any subsidiary thereof), or may be returned to us upon any forfeiture of shares of our Class A common stock, in either case in connection with the grant, vesting and/or forfeiture of compensatory equity awards granted by us, including under our 2019 Equity Plan, for the purpose of ensuring that the relationship between us and our subsidiaries remains at arm’s-length.

Maintenance of One-to-One Ratio of Shares of Class A Common Stock and Common Units Owned by Us

Our amended and restated certificate of incorporation and the Operating Agreement require that we and the Operating Company, respectively, at all times maintain (i) a ratio of one common unit owned by us for each share of our Class A common stock issued by us (subject to certain exceptions for treasury shares and shares underlying certain convertible or exchangeable securities), (ii) a one-to-one ratio between the number of shares of our Class B common stock owned by our Non-Founder Members and the number of common units owned by our Non-Founder Members and (iii) a three-to-one ratio between the number of shares of our Class C common stock owned by our Founder Members and the number of common units owned by our Founder Members or their affiliates.

Transfer Restrictions

The Operating Agreement generally does not permit transfers of common units by members, subject to limited exceptions or written approval of the transfer by the manager. Any transferee of common units must

execute the Operating Agreement and any other agreements executed by the holders of common units and relating to such common units in the aggregate.

Dissolution

The Operating Agreement provides that the decision of the manager, with the approval of the holders of a majority of the outstanding common units, will be required to voluntarily dissolve the Operating Company. In addition to a voluntary dissolution, the Operating Company will be dissolved upon a change of control transaction under certain circumstances, as well as upon the entry of a decree of judicial dissolution or other circumstances in accordance with Delaware law. Upon a dissolution event, the proceeds of a liquidation will be distributed in the following order: (i) first, to pay all expenses of winding up the Operating Company; and (ii) second, to pay all debts and liabilities and obligations of the Operating Company. All remaining assets of the Operating Company will be distributed to the members pro-rata in accordance with their respective percentage ownership interests in the Operating Company (as determined based on the number of common units held by a member relative to the aggregate number of all outstanding common units).

Confidentiality

Each member will agree to maintain the confidentiality of the Operating Company's confidential information. This obligation excludes information independently obtained or developed by the members, information that is in the public domain or otherwise disclosed to a member, in either such case not in violation of a confidentiality obligation or disclosures required by law or judicial process or approved by us.

Indemnification and Exculpation

The Operating Agreement provides for indemnification for all expenses, liabilities and losses reasonably incurred by any person by reason of the fact that such person is or was a member or is or was serving at the request of the Operating Company as the manager, an officer, an employee or an agent of the Operating Company; provided, however, that there will be no indemnification for actions made not in good faith or in a manner which the person did not reasonably believe to be in or not opposed to the best interests of the Operating Company, or, with respect to any criminal action or proceeding other than by or in the right of the Operating Company, where the person had reasonable cause to believe the conduct was unlawful, or for breaches of any representations, warranties or covenants by such person or its affiliates contained in the Operating Agreement or in other agreements with the Operating Company.

We, as the manager, and our affiliates, will not be liable to the Operating Company, its members or their affiliates for damages incurred by any acts or omissions as the manager, provided that the acts or omissions of these exculpated persons are not the result of fraud, intentional misconduct, knowing violations of law, or breaches of the Operating Agreement or other agreement with the Operating Company.

Amendments

The Operating Agreement may be amended with the consent of the holders of a majority in voting power of the outstanding common units; provided that if the manager holds greater than 33% of the common units, then it may be amended with the consent of the manager together with holders of a majority of the outstanding common units, excluding common units held by the manager. Notwithstanding the foregoing, no amendment to any of the provisions that expressly require the approval or action of certain members may be made without the consent of such members and no amendment to the provisions governing the authority and actions of the manager or the dissolution of the Operating Company may be amended without the consent of the manager.

PLAN OF DISTRIBUTION

Unless otherwise set forth in a prospectus supplement accompanying this prospectus, we may sell the securities offered pursuant to this prospectus to or through one or more underwriters or dealers, or we may sell the securities to investors directly or through agents or through any combination of these methods. Any such underwriter, dealer or agent involved in the offer and sale of the securities will be named in the

applicable prospectus supplement. We may sell securities directly to investors on our own behalf in those jurisdictions where we are authorized to do so.

Underwriters may offer and sell the securities at a fixed price or prices which may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. We also may, from time to time, authorize dealers or agents to offer and sell the securities upon such terms and conditions as may be set forth in the applicable prospectus supplement. In connection with the sale of any of the securities, underwriters may receive compensation from us in the form of underwriting discounts or commissions and may also receive commissions from purchasers of the securities for whom they may act as agent. Underwriters may sell the securities to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters or commissions from the purchasers for whom they may act as agents.

The securities offered pursuant to this prospectus, including our Class A common stock, may also be sold in one or more of the following transactions: (i) block transactions (which may involve crosses) in which a broker-dealer may sell all or a portion of such shares as agent, but may position and resell all or a portion of the block as principal to facilitate the transaction; (ii) purchases by any such broker-dealer as principal, and resale by such broker-dealer for its own account pursuant to a prospectus supplement; (iii) a special offering, an exchange distribution or a secondary distribution in accordance with applicable Nasdaq or other stock exchange, quotation system or over-the-counter market rules; (iv) ordinary brokerage transactions and transactions in which any such broker-dealer solicits purchasers; (v) sales "at the market" to or through a market maker or into an existing trading market, on an exchange or otherwise, for such shares; and (vi) sales in other ways not involving market makers or established trading markets, including direct sales to purchasers.

Any underwriting compensation paid by us to underwriters or agents in connection with the offering of the securities, and any discounts or concessions or commissions allowed by underwriters to participating dealers, will be set forth in the applicable prospectus supplement. Dealers and agents participating in the distribution of the securities may be deemed to be underwriters, and any discounts and commissions received by them and any profit realized by them on resale of the securities may be deemed to be underwriting discounts and commissions. In compliance with the guidelines of the Financial Industry Regulatory Authority, Inc., or FINRA, the maximum discount or commission to be received by any FINRA member or independent broker-dealer may not exceed 8% of the aggregate offering price of the securities offered hereby. It is anticipated that the maximum compensation to be received in any particular offering of securities will be less than this amount.

Underwriters, dealers and agents may be entitled, under agreements entered into with us, to indemnification against and contribution toward certain civil liabilities, including liabilities under the Securities Act. Unless otherwise set forth in an accompanying prospectus supplement, the obligations of any underwriters to purchase any of the securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all of such securities, if any are purchased.

Underwriters, dealers and agents may engage in transactions with, or perform services for, us and our affiliates in the ordinary course of business.

If indicated in an accompanying prospectus supplement, we may authorize underwriters or other agents to solicit offers by institutions to purchase securities from us pursuant to contracts providing for payment and delivery on a future date. Institutions with which we may make these delayed delivery contracts include commercial and savings banks, insurance companies, pension funds, investment companies, educational and charitable institutions and others. The obligations of any purchaser under any such delayed delivery contract will be subject to the condition that the purchase of the securities shall not at the time of delivery be prohibited under the laws of the jurisdiction to which the purchaser is subject. The underwriters and other agents will not have any responsibility with regard to the validity or performance of these delayed delivery contracts.

In connection with the offering of the securities hereby, certain underwriters, and selling group members and their respective affiliates may engage in transactions that stabilize, maintain or otherwise affect the market price of the applicable securities. Such transactions may include stabilization transactions

effected in accordance with Rule 104 of Regulation M promulgated by the SEC pursuant to which such persons may bid for or purchase securities for the purpose of stabilizing their market price. The underwriters in an offering of securities may also create a “short position” for their account by selling more securities in connection with the offering than they are committed to purchase from us. In such case, the underwriters could cover all or a portion of such short position by either purchasing securities in the open market following completion of the offering of such securities or by exercising any over-allotment option granted to them by us. In addition, the managing underwriter may impose “penalty bids” under contractual arrangements with other underwriters, which means that they can reclaim from an underwriter (or any selling group member participating in the offering) for the account of the other underwriters, the selling concession with respect to securities that are distributed in the offering but subsequently purchased for the account of the underwriters in the open market. Any of the transactions described in this paragraph or comparable transactions that are described in any accompanying prospectus supplement may result in the maintenance of the price of the securities at a level above that which might otherwise prevail in the open market. None of such transactions described in this paragraph or in an accompanying prospectus supplement are required to be taken by any underwriters and, if they are undertaken, may be discontinued at any time.

Our Class A common stock is listed on the Nasdaq under the symbol “GNLN.” Any securities that we issue, other than our Class A common stock, will be new issues of securities with no established trading market and may or may not be listed on a national securities exchange, quotation system or over-the-counter market. Any underwriters or agents to or through which securities are sold by us may make a market in such securities, but such underwriters or agents will not be obligated to do so and any of them may discontinue any market making at any time without notice. No assurance can be given as to the liquidity of or trading market for any securities sold by us.

LEGAL MATTERS

The validity of the securities offered by means of this prospectus have been passed upon for us by Morrison & Foerster LLP.

EXPERTS

The consolidated financial statements of Greenlane Holdings, Inc. incorporated by reference from our [Annual Report on Form 10-K for the year ended December 31, 2020](#) have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

WHERE TO FIND ADDITIONAL INFORMATION

We have filed with the SEC a “shelf” registration statement on Form S-3, including exhibits, schedules and amendments filed with the registration statement, of which this prospectus is a part, under the Securities Act with respect to the securities that may be offered by this prospectus. This prospectus is a part of that registration statement, but does not contain all of the information in the registration statement. We have omitted parts of the registration statement in accordance with the rules and regulations of the SEC. For further information with respect to our company and the securities that may be offered by this prospectus, reference is made to the registration statement, including the exhibits and schedules to the registration statement. Statements contained in this prospectus as to the contents of any contract or other document referred to in this prospectus are not necessarily complete and, where that contract or other document has been filed as an exhibit to the registration statement, each statement in this prospectus is qualified in all respects by the exhibit to which the reference relates.

We are subject to the informational requirements of the Exchange Act and, in accordance therewith, we file annual, quarterly and current reports, proxy statements and other information with the SEC. The registration statement of which this prospectus forms a part, including the exhibits and schedules to the registration statement, and the reports, statements or other information we file with the SEC are all available on the SEC’s website at <http://www.sec.gov>. You may also access our SEC filings free of charge on our website at <http://www.gnlm.com>. You should not consider information on our website to be part of this prospectus.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

We incorporate information into this prospectus by reference, which means that we disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is deemed to be part of this prospectus, except to the extent superseded by information contained herein or by information contained in documents filed with or furnished to the SEC after the date of this prospectus. This prospectus incorporates by reference the documents set forth below that have been previously filed or furnished, as applicable, with the SEC:

- [our Annual Report on Form 10-K for the fiscal year ended December 31, 2020](#) filed with the SEC on March 31, 2021, as amended by [Amendment No. 1 thereto filed with the SEC on April 29, 2021](#);
- [our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2021, filed with the SEC on May 17, 2021](#);
- our Current Reports on Form 8-K, filed with the SEC on [July 29, 2020](#), [July 30, 2020](#), as amended by Amendment No. 1 thereto filed with the SEC on [August 24, 2020](#), [September 14, 2020](#), [January 8, 2021](#), [January 29, 2021](#), [March 2, 2021](#), [March 5, 2021](#), [April 1, 2021](#) and [June 17, 2021](#); and
- [our Annual Report on Form 10-K, filed with the SEC on April 24, 2020, which incorporates the description of our Class A common stock, and all reports filed for the purpose of updating such description.](#)

We also incorporate by reference into this prospectus additional documents that we may file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus until we have sold all of the securities to which this prospectus relates or the offering is otherwise terminated; provided, however, that we are not incorporating any information furnished under either Item 2.02 or Item 7.01 of any current report on Form 8-K. These documents may include, among others, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

You may obtain copies of any of these filings by contacting Greenlane Holdings, Inc. as described below, or by contacting the SEC or accessing its website as described above. Documents incorporated by reference are available without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into those documents, by requesting them in writing, by telephone or via the Internet at:

Greenlane Holdings, Inc.
1095 Broken Sound Parkway, Suite 300
Boca Raton, Florida 33487
(877) 292-7660
Website: <http://www.gnl.com>

THE INFORMATION CONTAINED ON, OR ACCESSIBLE THROUGH, OUR WEBSITE IS NOT INCORPORATED INTO AND DOES NOT CONSTITUTE A PART OF THIS PROSPECTUS.



**11,700,000 SHARES OF CLASS A COMMON STOCK
PRE-FUNDED WARRANTS TO PURCHASE UP TO 9,900,000 SHARES OF
CLASS A COMMON STOCK
WARRANTS TO PURCHASE UP TO 21,600,000 SHARES OF CLASS A
COMMON STOCK
UP TO 31,500,000 SHARES OF CLASS A COMMON STOCK
UNDERLYING SUCH PRE-FUNDED WARRANTS AND WARRANTS**

PROSPECTUS SUPPLEMENT

Placement Agent

A.G.P.

June 27, 2022
