

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GREENLANE HOLDINGS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

5099
(Primary Standard Industrial
Classification Code Number)

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

**1095 Broken Sound Parkway, Suite 300
Boca Raton, Florida
(887) 292-7660**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Amir Sadr
General Counsel
Greenlane Holdings, Inc.
1095 Broken Sound Parkway, Suite 300
Boca Raton, Florida 33487
(887) 292-7660**
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

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

**Faith L. Charles, Esq.
Naveen Pogula, Esq.
Thompson Hine LLP
335 Madison Avenue, 12th Floor
New York, New York 10017
(212) 344-5680**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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

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

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-267782

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement (Registration No. 333-267782) of Greenlane Holdings, Inc. is filed pursuant to Section 462(d) of the Securities Act of 1933, as amended, solely to update Exhibit 5.1 that was previously filed with respect to such Registration Statement in order to reference an increased number of securities. The maximum offering amount remains unchanged.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 36. Financial Statements and Exhibits

(b) Exhibits: The following exhibits are filed as part of this Registration Statement.

Exhibit No.	Description
5.1	Opinion of Morrison & Foerster LLP regarding the legality of the securities being registered
23.1	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page to the initial filing of this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on October 28, 2022.

GREENLANE HOLDINGS, INC.

By: /s/ Nicholas Kovacevich
Name: Nicholas Kovacevich
Title: Chief Executive Officer

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Nicholas Kovacevich</u> Nicholas Kovacevich	Chief Executive Officer (Principal Executive Officer and Director)	October 28, 2022
<u>/s/ Darshan Dahya</u> Darshan Dahya	Chief Accounting Officer (Principal Financial and Accounting Officer)	October 28, 2022
<u>*</u> Donald Hunter	Chairman of the Board of Directors	October 28, 2022
<u>*</u> Renah Persofsky	Director	October 28, 2022
<u>*</u> Aaron LoCascio	Director	October 28, 2022
<u>*</u> Adam Schoenfeld	Director	October 28, 2022
<u>*</u> Richard Taney	Director	October 28, 2022
<u>*</u> Jeff Uttz	Director	October 28, 2022
<u>* By: /s/ Nicholas Kovacevich</u> Nicholas Kovacevich Attorney-in-fact		

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MORRISON & FOERSTER LLP

AUSTIN, BEIJING, BERLIN, BOSTON,
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DIEGO, SAN FRANCISCO, SHANGHAI,
SINGAPORE, TOKYO, WASHINGTON, D.C.

October 28, 2022

Board of Directors
Greenlane Holdings, Inc.
1095 Broken Sound Parkway, Suite 300
Boca Raton, Florida 33487Re: Greenlane Holdings, Inc. - Proposed Sale of Class A Common Stock and Warrants to Purchase Shares of Class A Common Stock under Registration Statement on Form S-1 (File No. 333-267782)

Ladies and Gentlemen:

We have acted as counsel to Greenlane Holdings, Inc., a Delaware corporation (the "Company"), in connection with its registration statement on Form S-1, as amended (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration under the Securities Act of the issuance of 8,333,335 units ("Units"), each consisting of (x) one share (each a "Share" and, collectively, the "Shares") of the Company's Class A common stock, par value \$0.01 per share (the "Class A common stock") or one pre-funded warrant (each a "Pre-Funded Warrant" and, collectively, the "Pre-Funded Warrants") and (y) two warrants to purchase one share of Class A common stock (each a "Standard Warrant" and collectively, the "Standard Warrants" and, together with the Pre-Funded Warrants, the "Warrants"), as specified in the Registration Statement (File No. 333-267782). The Shares are to be sold by the Company pursuant to the proposed form of Placement Agency Agreement by and between the Company and A.G.P./Alliance Global Partners filed as Exhibit 1.1 to the Registration Statement (the "Placement Agency Agreement") and the proposed form of Securities Purchase Agreement by and between the Company and the purchasers named therein filed as Exhibit 10.25 to the Registration Statement (the "Securities Purchase Agreement"). The Shares, the Warrants and the shares of Class A common stock issuable upon exercise of the Warrants (the "Warrant Shares") are sometimes referred to collectively herein as the "Securities."

As counsel for the Company, we have examined the Placement Agency Agreement, the Securities Purchase Agreement, the Registration Statement, the Company's Amended and Restated Certificate of Incorporation (the "Charter") and the Company's bylaws, as well as originals or copies, certified or otherwise identified to our satisfaction, of such other documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies. We have further assumed that, upon the issuance of any of the Securities, the total number of shares of Class A common stock issued and outstanding will not exceed the total number of shares of Class A common stock that the Company is then authorized to issue under the Charter. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

Board of Directors
Greenlane Holdings, Inc.
October 28, 2022
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This opinion letter is based as to matters of law solely on the Delaware General Corporation Law, as amended. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations. As used herein, the term “Delaware General Corporation Law, as amended” includes the statutory provisions contained therein, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting these laws.

Based upon, subject to and limited by the foregoing, it is our opinion that:

(i) upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement, the Securities Purchase Agreement, and resolutions of the Board of Directors or a duly authorized committee thereof, the Units will constitute legal, valid and binding obligations of the Company;

(ii) upon issuance, delivery and payment therefor in the manner contemplated by the Registration Statement, the Securities Purchase Agreement, and resolutions of the Board of Directors or a duly authorized committee thereof, the Shares will be validly issued, fully paid and nonassessable;

(iii) upon exercise of the Warrants and the issuance, delivery and payment for the Warrant Shares in the manner contemplated by the Warrants, the Warrant Shares will be validly issued, fully paid and nonassessable; and

(iv) the Warrants included in the Units, when the Units are duly issued, delivered and paid for as contemplated in the Registration Statement and in accordance with their terms and the terms of the Securities Purchase Agreement, will constitute legal, valid and binding obligations of the Company.

Our opinions expressed herein are subject to the following qualifications and exceptions:

- a. The effect of bankruptcy, insolvency, reorganization, arrangement, moratorium or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences and equitable subordination.
 - b. Limitations imposed by general principles of equity upon the availability of equitable remedies, and the effect of judicial decisions which have held that certain provisions are unenforceable where their enforcement would violate the implied covenant of good faith and fair dealing, or would be commercially unreasonable, or where their breach is not material.
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Board of Directors
Greenlane Holdings, Inc.
October 28, 2022
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- c. We express no opinion as to the applicability of any regulatory statute, or rule or regulation of any regulatory agency, to the Company or the effect of any such statute, rule or regulation on the opinions expressed herein.
- d. We express no opinion as to compliance with applicable antifraud statutes, and rules or regulations of applicable foreign, state and federal laws concerning the issuance or sale of the Units, the Shares, the Warrants or the Warrant Shares.
- e. Our opinion is based upon current statutes, rules, regulations, cases and official interpretive opinions, and it covers certain items that are not directly or definitively addressed by such authorities.

This opinion is furnished to you in connection with the Registration Statement. No opinion may be implied or inferred beyond the opinion expressly stated. This opinion is given as of the date hereof, and we assume no obligation to advise you of any changes in applicable law or any facts or circumstances that come to our attention after the date hereof that may affect the opinion contained herein.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our firm contained under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated by the Commission.

Very truly yours,

/s/ Morrison & Foerster LLP
Morrison & Foerster LLP
