

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Schoenfeld Adam			2. Issuer Name and Ticker or Trading Symbol Greenlane Holdings, Inc. [GNLN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Strategy Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2019			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) BOCA RATON, FL 33487								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	04/23/2019		S(2)		644,860	D	\$ 15.81 (2)	0	I	See footnote (1)
Class A common stock	04/23/2019		C(3)		644,860	A	(3)	644,860	I	See footnote (1)
Class C common stock (5)	04/23/2019		C(6)		1,934,580	D	(6)	65,930,298	I	See footnote (1)
Class C common stock (4)								13,021,671	D	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Common Units (7)	(8)	04/23/2019		C(6)		644,860	(8)	(9)	Class A common stock	644,860	\$ 0 (8)	21,976,766	I	See footnote (1)
Common Units (7)	(8)						(8)	(9)	Class A common stock	4,340,557		4,340,557	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schoenfeld Adam C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 BOCA RATON, FL 33487	X	X	Chief Strategy Officer	

# Signatures

/s/ Douglas Fischer, attorney-in-fact		04/25/2019
Signature of Reporting Person		Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Reporting Person is a stockholder of Jacoby & Co. Inc. ("Jacoby"), which is a member of Greenlane Holdings, LLC and is the direct record owner of the securities described herein. The Reporting Person shares voting control of such securities owned by Jacoby and has a pecuniary interest in such securities held by Jacoby.
- Jacoby sold 644,860 shares of the Issuer's Class A common stock to the underwriters at a net price per share of \$15.81 (after underwriting discounts and commissions in the amount of
- (2) \$1.19 per share) in connection with the closing of the initial public offering by the Issuer of its Class A common stock on April 23, 2019 (the "IPO"). Jacoby was a Selling Stockholder in the IPO.
- (3) Jacoby acquired 644,860 shares of Class A common stock upon (i) the forfeiture of shares of the Issuer's Class C common stock on a three-for-one basis and (ii) the redemption of an equal number of common membership interests in Greenlane Holdings, LLC ("Common Units"), in connection with the IPO, as further described in footnotes 5 and 6 below.
- The Reporting Person acquired 13,021,671 shares of Class C common stock pursuant to a Subscription Agreement with the Issuer in connection with the recapitalization of Greenlane Holdings, LLC and the Issuer's corporate restructuring and IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by the Reporting Person.
- (4) Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Class C common stock: (i) confer only voting rights (one vote per share) and do not confer any incidents of economic ownership to the holders thereof; and (ii) are forfeited and cancelled, on a three-for-one basis, without consideration, upon the redemption of Common Units for shares of the Issuer's Class A common stock, or cash, at the Issuer's election.
- (5) Jacoby acquired 67,864,878 shares of Class C common stock pursuant to a Subscription Agreement with the Issuer in connection with the recapitalization of Greenlane Holdings, LLC and the Issuer's corporate restructuring and IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by Jacoby.
- On April 23, 2019, pursuant to a Common Unit Redemption Agreement among the Issuer, Greenlane Holdings, LLC, the Reporting Person, Jacoby and certain other holders of Common
- (6) Units that were Selling Stockholders in the IPO, and in connection with the closing of the IPO, 644,860 Common Units were redeemed by Jacoby, and 1,934,580 shares of Class C common stock were forfeited, in each case for 644,860 shares of Class A common stock, with such shares of Class A common stock being sold by Jacoby in the IPO.
- (7) Represents Common Units of Greenlane Holdings, LLC. The Common Units were acquired pursuant to a reclassification and reorganization of Greenlane Holdings, LLC in connection with the IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by each of the Reporting Person and Jacoby.
- Pursuant to the Third Amended and Restated Operating Agreement of Greenlane Holdings, LLC, the Common Units are redeemable on a one-for-one basis for shares of Class A common
- (8) stock of the Issuer, or, at the election of the Issuer, cash equal to a volume weighted average market price of a share of Class A common stock. Upon any redemption of Common Units, three shares of Class C common stock are automatically forfeited and cancelled for each Common Unit so redeemed.
- (9) The Common Units have no expiration date.

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

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