

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 29, 2024

GREENLANE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38875
(Commission
File Number)

83-0806637
(IRS Employer
Identification No.)

1095 Broken Sound Parkway Suite 100
Boca Raton FL
(Address of principal executive offices)

33487
(Zip Code)

Registrant's telephone number, including area code: (877) 292-7660

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	GNLN	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 31, 2024, the Company filed a Certificate of Amendment (the "Certificate of Amendment") to its Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, which will effect a 1-for-11 Reverse Split (as defined below) of Greenlane's issued and outstanding Class A common stock which will become effective at 12:01 AM Eastern Time on August 5, 2024, prior to the opening of trading on The Nasdaq Global Market ("Nasdaq"). As a result of the Reverse Split, every 11 shares of Class A common stock issued and outstanding will be converted into one share of Class A common stock. No fractional shares will be issued in connection with the Reverse Split. All fractional shares will be rounded up to the nearest whole number. The Reverse Split will not change the par value of the Class A common stock or the authorized number of shares of Class A common stock. The Reverse Split will affect all shareholders uniformly and will not alter any stockholder's percentage interest in Greenlane's equity (other than as a result of the rounding of fractional shares). All outstanding options, restricted stock awards, warrants and other securities entitling their holders to purchase or otherwise receive shares of Class A common stock will be adjusted as a result of the Reverse Split, as required by the terms of each security. Greenlane has requested that Greenlane's Class A common stock begin trading on August 5, 2024, on a post-reverse split basis on the Nasdaq under the existing symbol "GNLN." The new CUSIP number for the Class A common stock will be 395330400. The foregoing brief description is qualified in its entirety by the text of the Certificate of Amendment, a copy of which is incorporated herein by reference as Exhibit 3.1 hereto.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Special Meeting was held on July 29, 2024. As of the close of business on June 20, 2024, the record date for the Special Meeting, there were 5,821,359 shares of Class A common stock, par value \$0.01 per share. At the Special Meeting, the stockholders of the Company approved the proposal presented below, which is described in detail in the Company's Definitive Proxy Statement that was filed with the Securities and Exchange Commission on June 28, 2024 (the "Proxy Statement").

Holders of 3,026,482 shares of Greenlane’s Class A common stock were present in person or represented by proxy at the Special Meeting. The following are the voting results of the proposal submitted to Greenlane’s stockholders at the Special Meeting:

Proposal 1: To approve the adoption of an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Charter”), to be filed not later than August 5, 2024, to effect a reverse stock split of our Class A Common Stock (as defined below) at a ratio in the range of one-for-two to one-for-20 (collectively, the “Reverse Split”), with such ratio to be determined in the discretion of the Board of Directors of the Company (the “Board”) and publicly disclosed prior to the effectiveness of the Reverse Split (the “Reverse Split Proposal”).

For	Against	Abstain
1,837,144	1,163,604	25,734

Item 7.01 Regulation FD Disclosure

On July 31, 2024, Greenlane Holdings Inc. (the “Company”) issued a press release announcing that it has effected a 1-for-11 Reverse Split (as defined below) of Greenlane’s issued and outstanding Class A common stock which will become effective at 12:01 AM Eastern Time on August 5, 2024, prior to the opening of trading on August 5, 2024, on the Nasdaq Capital Market (“Nasdaq”)

A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Greenlane Holdings, Inc., dated July 31, 2024
99.1	Press Release dated July 31, 2024
104	Cover Page Interactive Data File

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GREENLANE HOLDINGS, INC.

Dated: July 31, 2024

By: /s/ Lana Reeve
Lana Reeve
Chief Financial and Legal Officer

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
GREENLANE HOLDINGS, INC.**

Greenlane Holdings, Inc. (the “*Corporation*”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “*General Corporation Law*”), DOES HEREBY CERTIFY:

First: The name of the corporation is Greenlane Holdings, Inc.

Second: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is May 2, 2018, under the name of Greenlane Holdings, Inc.

Third: That Article IV of the Amended and Restated Certificate of the Corporation (the “*Certificate of Incorporation*”), is hereby amended by deleting Subsection A in its entirety and inserting the following in lieu thereof:

The total number of shares of all classes of stock that the Corporation is authorized to issue is six hundred forty million (640,000,000), consisting of (i) six hundred million (600,000,000) shares of Class A common stock, with a par value of \$0.01 per share (the “*Class A Common Stock*”); and (ii) thirty million (30,000,000) shares of Class B common stock, with a par value of \$0.0001 per share (the “*Class B Common Stock*”, and together with the Class A Common Stock, the “*Common Stock*”); and (iii) ten million (10,000,000) shares of preferred stock, with a par value of \$0.0001 per share (the “*Preferred Stock*”). Upon this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation (this “*Certificate of Amendment*”) becoming effective pursuant to the DGCL (the “*Effective Time*”), the shares of Class A Common Stock issued and outstanding or held in treasury immediately prior to the Effective Time (the “*Existing Class A Common Stock*”) shall be reclassified and combined into a different number of shares of Class A Common Stock (the “*New Class A Common Stock*”) such that each eleven (11) shares of Existing Class A Common Stock shall, at the Effective Time, be automatically reclassified and combined into one share of New Class A Common Stock (such reclassification and combination of shares, the “*Reverse Split*”). The par value of the Class A Common Stock following the Reverse Split shall remain at \$0.01 per share. No fractional shares of Class A Common Stock shall be issued as a result of the Reverse Split, and stockholders who otherwise would be entitled to receive fractional shares of New Class A Common Stock shall be entitled to receive the number of shares of New Class A Common Stock rounded up to the next whole number. Each stock certificate that, immediately prior to the Effective Time, represented shares of Existing Class A Common Stock shall, from and after the Effective Time, automatically and without any action on the part of the Corporation or the respective holders thereof, represent that number of whole shares of New Class A Common Stock into which the shares of Existing Class A Common Stock represented by such certificate shall have been combined (subject to rounding for fractional shares as set forth above). Each holder of record of a certificate that represented shares of Existing Class A Common Stock shall be entitled to receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Class A Common Stock into which the shares of Existing Class A Common Stock represented by such certificate shall have been combined pursuant to the Reverse Split (subject to rounding for fractional shares as set forth above), provided that the Corporation may request such stockholder to exchange such stockholder’s certificate or certificates that represented shares Existing Class A Common Stock for shares held in book-entry form through the Depository Trust Company’s Direct Registration System representing the appropriate number of whole shares of New Class A Common Stock into which the shares of Existing Class A Common Stock represented by such certificate or certificates shall have been combined. The Reverse Split shall be effected on a record holder-record holder basis, such that any fractional shares of New Class A Common Stock resulting from the Reverse Split and held by a single record holder shall be aggregated.

Fourth: The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Fifth: That this Certificate of Amendment to the Restated Certificate of Incorporation shall be effective as of 12:01 a.m. New York City time on the 5th day of August, 2024.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to Amended and Restated Certificate of Incorporation to be signed by its Chief Financial and Legal Officer this 31st day of July, 2024.

GREENLANE HOLDINGS, INC.

By: /s/ Lana Reeve
Name: Lana Reeve
Title: Chief Finance and Legal Officer

GREENLANE ANNOUNCES BOARD'S APPROVAL OF REVERSE STOCK SPLIT RATIO

July 31, 2024

BOCA RATON, FL / ACCESSWIRE / July 31, 2024 / Greenlane Holdings, Inc. (NASDAQ:GNLN) ("Greenlane"), a global seller of premium cannabis accessories, child-resistant packaging, and specialty vaporization products, today announced that it will effect a one-for-11 reverse stock split ("reverse split") of its Class A common stock, par value \$0.01 per share ("Class A common stock"), that will become effective on August 5, 2024 at 12:01 AM Eastern Time, before the opening of trading on The Nasdaq Capital Market ("Nasdaq"). Greenlane has requested that Greenlane's Class A common stock begin trading on August 5, 2024, on a post-reverse split basis on the Nasdaq under the existing symbol "GNLN."

The reverse split is primarily intended to bring Greenlane into compliance with the minimum bid price requirement for maintaining its listing on the Nasdaq. The new CUSIP number for the Class A common stock following the reverse split will be 395330400.

At Greenlane's special meeting of stockholders on July 29, 2024 (the "Special Meeting"), Greenlane's stockholders approved the proposal to authorize Greenlane's board of directors (the "Board"), in its sole and absolute discretion, to file a certificate of amendment (the "Amendment") to Greenlane's amended and restated certificate of incorporation to effect the reverse split at a ratio to be determined by the Board, ranging from one-for-two to one-for-20. On July 23, 2024, the Board approved the reverse split at a ratio of one-for-11 and the Amendment has been filed with the Secretary of State of the State of Delaware, which will become effective on August 5, 2024 at 12:01 AM Eastern Time, before the opening of trading on the Nasdaq.

The reverse split will affect all issued and outstanding shares of Class A common Stock. All outstanding options, restricted stock awards, warrants and other securities entitling their holders to purchase or otherwise receive shares of Class A common stock will be adjusted as a result of the reverse split, as required by the terms of each security. The number of shares available to be awarded under Greenlane's Third Amended and Restated 2019 Equity Incentive Plan, will also be appropriately adjusted. Following the reverse split, the par value of the Class A common stock will remain unchanged at \$0.01 per share. The reverse split will not change the authorized number of shares of Class A common stock or preferred stock. No fractional shares of Class A Common Stock shall be issued as a result of the Reverse Split, and stockholders who otherwise would be entitled to receive fractional shares of New Class A Common Stock shall be entitled to receive the number of shares of New Class A Common Stock rounded up to the next whole number. The reverse split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in Greenlane's equity (other than as a result of the rounding of fractional shares, as set forth above).

The reverse split will reduce the number of shares of Class A common stock issued and outstanding from approximately 5.8 million to approximately ..5 million.

About Greenlane Holdings, Inc.

Founded in 2005, Greenlane is a premier global platform for the development and distribution of premium smoking accessories, vape devices, and lifestyle products to thousands of producers, processors, specialty retailers, smoke shops, convenience stores, and retail consumers. We operate as a powerful family of brands, third-party brand accelerator, and an omnichannel distribution platform.

We proudly offer our own diverse brand portfolio including Higher Standards and Groove, and our exclusively licensed Marley Natural and K.Haring branded products. We also offer a carefully curated set of third-party products such as DaVinci Vaporizers, Storz & Bickel, Eyce, Pax, VIBES, and CCELL through our direct sales channels and our proprietary, owned and operated e-commerce platforms which include Vapor.com, PuffItUp.com, HigherStandards.com, and MarleyNaturalShop.com.

For additional information, please visit: <https://investor.gnlm.com>.

Forward Looking Statements

Certain matters within this press release are discussed using forward-looking language as specified in the Private Securities Litigation Reform Act of 1995, and, as such, may involve known and unknown risks, uncertainties and other factors that may cause the actual results or performance to differ from those projected in the forward-looking statements. These forward-looking statements include, among others, statements relating to: the current and future performance of the Company's business, the Company's ability to satisfy the various rules and requirements imposed by The Nasdaq Stock Market, unforeseen technical issues that could result in Greenlane's Class A common stock not trading on The Nasdaq Stock Market on a post-reverse stock split basis on August 5, 2024 as expected and the Company's financial outlook and expectations. For a description of factors that may cause the Company's actual results or performance to differ from its forward-looking statements, please review the information under the heading "Risk Factors" included in the Company's most recent Annual Report on Form 10-K for the year ended December 31, 2023, the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2024, and the Company's other filings with the SEC, which are accessible on the SEC's website at www.sec.gov. Undue reliance should not be placed on the forward-looking statements in this press release, which are based on information available to Greenlane on the date hereof. Greenlane undertakes no duty to update this information unless required by law.

Investor Contact

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