

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): September 30, 2026

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.)

4800 N Federal Hwy, Suite B200
Boca Raton, FL 33431
(Address of principal executive offices) (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	The Nasdaq Stock Market LLC

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 1.03 Bankruptcy or Receivership.

On September 30, 2026, Greenlane Holdings, LLC, Warehouse Goods LLC, KIM International, LLC and Kush Supply Co. LLC (collectively, the "Assignors"), each a direct or indirect subsidiary of Greenlane Holdings, Inc. (the "Company"), each executed an irrevocable assignment for the benefit of creditors under Chapter 727 of the Florida Statutes (collectively, the "Assignments") in favor of Philip J. von Kahle (the "Assignee"). The Assignee accepted each Assignment on September 30, 2026. The Assignee is perfecting the Assignments under Florida law and is commencing four cases that are in the process of being filed and docketed in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida, Complex Business Division (the "Court"). After the cases are docketed and assigned to a judge, the Assignee is expected to seek to have the cases administered under a single consolidated lead case number. As of the date of this Current Report on Form 8-K, case numbers have not been assigned.

Under the Assignments, each Assignor transferred substantially all of its assets to the Assignee. The Assignee is responsible for liquidating those assets and distributing the proceeds to the creditors of each Assignor in accordance with Chapter 727 of the Florida Statutes and, once the assignment proceedings are commenced, under the supervision of the Court. The Assignee, and not the Company, now controls the assets of the Assignors and the administration of their estates. The Assignments do not release the Assignors from their liabilities.

The assets assigned by Greenlane Holdings, LLC include its equity interests in Warehouse Goods LLC, Merger Sub Gotham 2, LLC and Greenlane Holdings EU B.V. Merger Sub Gotham 2, LLC is the direct parent of KIM International, LLC, Kush Supply Co. LLC, Kush Energy LLC and KCH Distribution Inc., and Greenlane Holdings EU B.V. is the direct parent of ARI Logistics B.V.

The assets assigned by Warehouse Goods LLC include the Vapor.com domain and related intellectual property and its equity interests in Vapeworld Distribution LTD and Banana G's LLC. Merger Sub Gotham 2, LLC, Kush Energy LLC, KCH Distribution Inc., Greenlane Holdings EU B.V., ARI Logistics B.V. and Vapeworld Distribution LTD (collectively, the "Assigned Subsidiaries") did not make assignments, but their equity interests are held, directly or indirectly, by the Assignee as a result of the

Assignments. ARI Logistics B.V. and Vapeworld Distribution LTD are the subject of separate liquidation proceedings in the Netherlands and Canada, respectively.

The Assignors and the Assigned Subsidiaries conducted the Company's legacy wholesale distribution business. As previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2025, the Company had substantially wound down the operations of that business before the Assignments.

The Company, Greenlane Subsidiary Inc., Vapor.com Holdings, LLC and Greenlane Manager, LLC are not assignors and are not parties to the Assignments.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth in Item 1.03 of this Current Report on Form 8-K is incorporated into this Item 2.01 by reference.

As a result of the Assignments, the Assignee, and not the Company, controls the assets of the Assignors, including their equity interests in the Assigned Subsidiaries, and the administration of their estates, and the Company no longer has the power to direct the activities that most significantly affect the economic performance of the Assignors and the Assigned Subsidiaries (together, the "Deconsolidated Entities"). The Company will therefore deconsolidate the Deconsolidated Entities from its consolidated financial statements as of September 30, 2026. The Company did not receive any consideration in connection with the Assignments. Immediately before the Assignments, Warehouse Goods LLC paid the Assignee a \$60,000 retainer for costs of the assignment proceedings from funds of Warehouse Goods LLC. The Company has not paid any fees or costs of the Assignee or the assignment proceedings. The Company has agreed in principle to lend the Assignee \$100,000 to fund costs of the assignment proceedings. No loan agreement has been signed, no funds have been advanced, and there can be no assurance that the loan will be made. There is no material relationship between the Assignee and the Company or any of its affiliates, any director or officer of the Company, or any associate of any such director or officer, other than in respect of the Assignments and the proposed loan.

The Company expects to recognize a gain on the deconsolidation of the Deconsolidated Entities. The unaudited pro forma condensed consolidated financial information filed as Exhibit 99.1 reflects a preliminary gain of approximately \$3.2 million, computed using balances as of June 30, 2026. The actual gain will be determined using balances as of September 30, 2026, will be reported in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 and may differ materially from the preliminary amount.

Cautionary Note Regarding Forward Looking Statements

This Current Report on Form 8-K contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the administration and outcome of the assignment proceedings, the expected deconsolidation of the Deconsolidated Entities, the preliminary gain on deconsolidation and the proposed loan to the Assignee. These statements are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially, including the completion of the Company's quarterly closing procedures and the review of the Company's independent registered public accounting firm, actions of the Assignee, the Court and creditors of the Assignors, claims that may be asserted against the Company or its remaining subsidiaries in connection with the Deconsolidated Entities or their liabilities, and the risks described in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 and its subsequent filings with the Securities and Exchange Commission. The Company undertakes no obligation to update any forward looking statement, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information.

The unaudited pro forma condensed consolidated financial information of the Company giving effect to the deconsolidation of the Deconsolidated Entities, consisting of the unaudited pro forma condensed consolidated balance sheet as of June 30, 2026, the unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2025 and the six months ended June 30, 2026, and the related notes, is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 9.01(b) by reference.

(d) Exhibits.

Exhibit No.	Description
99.1	Unaudited pro forma condensed consolidated financial information of Greenlane Holdings, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

Date: October 6, 2026

By: /s/ Vanessa Guzmán-Clark
Name: Vanessa Guzmán-Clark
Title: Chief Financial Officer

GREENLANE HOLDINGS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

On September 30, 2026, Greenlane Holdings, LLC, Warehouse Goods LLC, KIM International, LLC and Kush Supply Co. LLC (collectively, the “Assignors”), each a direct or indirect subsidiary of Greenlane Holdings, Inc. (the “Company”), made assignments for the benefit of creditors under Chapter 727 of the Florida Statutes (the “Assignments”), assigning substantially all of their assets, including their direct and indirect equity interests in Merger Sub Gotham 2, LLC, Kush Energy LLC, KCH Distribution Inc., Greenlane Holdings EU B.V., ARI Logistics B.V. and Vapeworld Distribution LTD (collectively, the “Assigned Subsidiaries” and, together with the Assignors, the “Deconsolidated Entities”), to Philip J. von Kahle, as assignee (the “Assignee”), for liquidation and distribution to creditors. As a result, the Company no longer has the power to direct the activities that most significantly affect the economic performance of the Deconsolidated Entities and will deconsolidate them. The Company, Greenlane Subsidiary Inc., Vapor.com Holdings, LLC and Greenlane Manager, LLC are not parties to the Assignments.

The unaudited pro forma condensed consolidated balance sheet as of June 30, 2026 gives effect to the deconsolidation as if it had occurred on that date. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2025 and the six months ended June 30, 2026 give effect to the deconsolidation as if it had occurred on January 1, 2025. The historical amounts are derived from the Company’s audited consolidated financial statements for the year ended December 31, 2025 and its unaudited condensed consolidated financial statements for the six months ended June 30, 2026, each as previously filed with the Securities and Exchange Commission.

The unaudited pro forma condensed consolidated financial information is presented for illustrative purposes only. It is not necessarily indicative of the financial position or results of operations that would have been obtained had the deconsolidation occurred on the dates indicated, or of future financial position or results. It should be read together with the historical financial statements and related notes referred to above.

GREENLANE HOLDINGS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
As of June 30, 2026

(in thousands, except share and per share amounts)

	Historical	Transaction Accounting Adjustments	Pro Forma	Notes
ASSETS				
Cash and cash equivalents	\$ 6,065	\$ (43)	\$ 6,022	(a)
Accounts receivable, net	13	(13)	-	(a)
Stablecoin-related protocol instruments	8,057	-	8,057	
Other current assets	1,309	(398)	911	(a)
Total current assets	15,444	(454)	14,990	
Digital assets	16,442	-	16,442	
Other assets	140	(140)	-	(a)
Total assets	\$ 32,026	\$ (594)	\$ 31,432	
LIABILITIES AND STOCKHOLDERS' EQUITY				
Accounts payable	\$ 6,014	\$ (3,663)	\$ 2,351	(b)
Accrued expenses and other current liabilities	529	(91)	438	(b)
Total liabilities	6,543	(3,754)	2,789	
Total stockholders' equity	25,483	3,160	28,643	(c)
Total liabilities and stockholders' equity	\$ 32,026	\$ (594)	\$ 31,432	

See accompanying notes to unaudited pro forma condensed consolidated financial information.

GREENLANE HOLDINGS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2025

(in thousands, except share and per share amounts)

	Historical	Transaction Accounting Adjustments	Pro Forma	Notes
Net revenue	\$ 4,355	\$ (4,130)	\$ 225	(d)
Cost of sales	16,820	(16,820)	-	(d)
Gross profit (loss)	(12,465)	12,690	225	
Operating expenses:				
Salaries, benefits and payroll taxes	9,947	(9,506)	441	(d)
Stock-based compensation, strategic advisory warrants	18,554	-	18,554	
General and administrative	10,644	(9,111)	1,533	(d)
Restructuring expenses	1,492	(1,492)	-	(d)
Property and equipment impairment charge	650	(650)	-	(d)
Depreciation and amortization	493	(493)	-	(d)
Total operating expenses	41,780	(21,252)	20,528	
Loss from operations	(54,246)	33,943	(20,303)	
Interest expense	(394)	394	-	(d)
Unrealized loss from digital asset holdings	(31,147)	-	(31,147)	
Other income, net	213	(39)	174	(d)
Gain on deconsolidation	-	3,160	3,160	(e)

Total other expense, net	(31,327)	3,514	(27,813)	
Loss before income taxes	(85,573)	37,456	(48,117)	
Provision for income taxes	(7)	7	-	(d)
Net loss	\$ (85,580)	\$ 37,463	\$ (48,117)	
Net loss attributable to Greenlane Holdings, Inc.	\$ (85,580)	\$ 37,463	\$ (48,117)	
Net loss per share of Class A common stock, basic and diluted	\$ (91.39)		\$ (51.38)	(f)
Weighted average shares of Class A common stock outstanding, basic and diluted	936,445		936,445	(f)

See accompanying notes to unaudited pro forma condensed consolidated financial information.

GREENLANE HOLDINGS, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
For the Six Months Ended June 30, 2026

(in thousands, except share and per share amounts)

	Historical	Transaction Accounting Adjustments	Pro Forma	Notes
Staking revenue	\$ 668	\$ -	\$ 668	
Yield revenue	61	-	61	
Net sales	109	(109)	-	(d)
Net revenue	839	(110)	729	
Cost of sales	282	(282)	-	(d)
Gross profit	557	172	729	
Operating expenses:				
Salaries, benefits and payroll taxes	2,172	(758)	1,414	(d)
Stock-based compensation, strategic advisory warrants	476	-	476	
General and administrative	6,513	(2,771)	3,742	(d)
Depreciation and amortization	253	(253)	-	(d)
Total operating expenses	9,414	(3,782)	5,632	
Loss from operations	(8,857)	3,954	(4,903)	
Interest income (expense), net	56	-	56	(d)
Unrealized loss from digital asset holdings	(32,011)	-	(32,011)	
Impairment of investments	(1,769)	1,769	-	(d)
Other expense, net	(469)	469	-	(d)
Total other expense, net	(34,192)	2,237	(31,955)	
Loss before income taxes	(43,049)	6,192	(36,857)	
Benefit from income taxes	5	(5)	-	(d)
Net loss	(43,044)	6,187	(36,857)	
Less: comprehensive loss attributable to noncontrolling interest	149	(149)	-	(d)
Net loss attributable to Greenlane Holdings, Inc.	\$ (43,193)	\$ 6,336	\$ (36,857)	
Net loss per share of Class A common stock, basic and diluted	\$ (10.60)		\$ (9.04)	(f)
Weighted average shares of Class A common stock outstanding, basic and diluted	4,075,852		4,075,852	(f)

See accompanying notes to unaudited pro forma condensed consolidated financial information.

GREENLANE HOLDINGS, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

Note 1. Basis of Presentation

The unaudited pro forma condensed consolidated financial information has been prepared in accordance with Article 11 of Regulation S-X and includes only transaction accounting adjustments. The historical columns are as reported. The pro forma statements of operations remove the results of the Deconsolidated Entities. Costs of the Company, including public company costs and the expense of the strategic advisory warrants, and the results of the Company's subsidiaries that are not Deconsolidated Entities are not removed. No pro forma income tax adjustment has been made because any tax effect of the adjustments would be offset by the utilization of net operating loss carryforwards. The pro forma balance sheet and statements of operations are presented in thousands, except share and per share amounts, and amounts may not sum due to rounding. Amounts in these notes are presented in whole dollars.

Note 2. The Assignments

Under the Assignments, the Assignee controls the assets of the Assignors, including their equity interests in the Assigned Subsidiaries, and administers those assets for the benefit of creditors, and the Company no longer has the power to direct the activities that most significantly affect the economic performance of the Deconsolidated Entities. The Assignments do not release the Assignors or the Assigned Subsidiaries from their respective liabilities. Those liabilities are removed from the Company's consolidated balance sheet because the Company will deconsolidate the Deconsolidated Entities, and not because the liabilities have been paid or released. The Company did not receive any consideration in connection with the Assignments.

Note 3. Pro Forma Balance Sheet Adjustments

(a) Reflects the removal of the assets of the Deconsolidated Entities as of June 30, 2026, consisting of cash of \$42,980, accounts receivable of \$13,317, a lease deposit of \$198,000 and a customs bond receivable of \$200,000 (each within other current assets) and an investment of \$140,276, for a total of \$594,573.

(b) Reflects the removal of accounts payable of \$3,662,656 and accrued liabilities of \$91,524 of the Deconsolidated Entities, for a total of \$3,754,180. The accounts payable removed include \$7,646 of Kush Energy LLC, \$493,223 of ARI Logistics B.V. and \$217,169 of Vapeworld Distribution LTD.

(c) Reflects a preliminary gain on deconsolidation of \$3,159,607, recorded in accumulated deficit, equal to the liabilities removed less the assets removed. Intercompany balances between the Deconsolidated Entities and Greenlane Subsidiary Inc. are eliminated in the historical consolidated balance sheet. After deconsolidation, the Company's receivable from the Deconsolidated Entities is assumed to be uncollectible and therefore has no net effect on the preliminary gain. The actual gain will be determined using balances as of September 30, 2026, will be reported in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026 and may differ materially from the preliminary amount.

Note 4. Pro Forma Statements of Operations Adjustments

(d) Reflects the removal of the historical revenues and expenses of the Deconsolidated Entities for each period, identified from the Company's segment reporting and entity ledgers. The adjustments include the removal of the compensation of the employees of the Assignors, substantially all of whom were terminated when the Assignors' payroll ended on September 30, 2026. The compensation of one employee who became an employee of Vapor.com Holdings, LLC on October 1, 2026 is not separately adjusted because the amount is not material.

(e) Reflects the preliminary gain on deconsolidation of \$3,159,607 described in Note 3(c). The gain is nonrecurring. It is presented in the year ended December 31, 2025 because the pro forma statements of operations assume that the deconsolidation occurred on January 1, 2025, and it is not repeated in the six months ended June 30, 2026.

Note 5. Net Loss Per Share

(f) Pro forma net loss per share is computed using the historical weighted average shares of Class A common stock outstanding, adjusted for the 1-for-8 reverse stock split effective April 6, 2026: 936,445 shares for the year ended December 31, 2025 and 4,075,852 shares for the six months ended June 30, 2026.
