

**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): April 17, 2025

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 April 17, 2025, Greenlane Holdings, Inc. (the "Company") filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation ("Certificate of Incorporation") with the Secretary of State of the State of Delaware (the "Certificate of Amendment") to amend the Company's Certificate of Incorporation to increase the total number of authorized shares of our Class A Common Stock, par value \$0.01 (the "Common Stock") from Six Hundred Million (600,000,000) authorized shares of Class A Common Stock to One Billion Eight Hundred Million (1,800,000,000) authorized shares of Class A Common Stock, par value \$0.01.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment to Designation, a copy of which is filed as Exhibit 3.1.

Item 8.01 Other Events

As previously reported, the Company held a special meeting of its stockholders on April 17, 2025 (the "Special Meeting"). At the Special Meeting, its stockholders approved the authorization of the issuance of certain warrants, shares of common stock underlying the warrants and certain provisions of the warrants issued in connection with an offering and sale of securities of the Company that was consummated on February 19, 2025 (the "Stockholder Approval"), as well as the authorization to increase the Company's authorized Common Stock as referenced in Item 5.03 above.

The registration statement (File No. 333-286027) (the "Registration Statement") covering the shares of Common Stock underlying the warrants issued in the February 19, 2025 offering has not yet been declared effective by the SEC.

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 April 17, 2025
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: April 17, 2025

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.
a Delaware Corporation**

Greenlane Holdings, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

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 capital stock that the Corporation is authorized to issue is one billion eight hundred forty million (1,840,000,000), consisting of (i) one billion eight hundred million (1,800,000,000) 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**”).

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 April 17, 2025.

IN WITNESS WHEREOF, the undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed on this 17th day of April, 2025.

By: _____
Barbara Sher
Chief Executive Officer
