

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | |
|--|---|--|--|
| 1. Name and Address of Reporting Person* Fischer Douglas H (Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300 (Street) BOCA RATON, FL 33487 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/17/2020 | 3. Issuer Name and Ticker or Trading Symbol Greenlane Holdings, Inc. [GNLN] | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) General Counsel | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 1,000 | D | |
| Class B Common Stock (1) | 31,768 (2) | D | |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Common Units | (2)(3) | (3) | Class A Common Stock | 31,768 | \$ (3) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fischer Douglas H C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 BOCA RATON, FL 33487 | | | General Counsel | |

Signatures

| | |
|---------------------------------|------------|
| /s/ Douglas Fischer | 03/26/2020 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) One share of the Issuer's Class B common stock was issued for each common membership interest in Greenlane Holdings, LLC ("Common Unit") held by the reporting person. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Class B 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 one-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. See Footnote 4.
- (2) The Common Units and shares of Class B common stock beneficially owned by Reporting Person vest 20% annually, starting on January 1, 2020, such that on January 1, 2024, the Reporting Person's Common Units and shares of Class B common stock shall be 100% vested. As of the date hereof, 6,353 of the Reporting Person's Common Units have vested.
- (3) One share of the Issuer's Class B common stock was issued for each Common Unit held by the reporting person. See footnote 1. Upon vesting, the Common Units held by the Reporting Person are redeemable on a one-for-one basis for shares of Class A common 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. The Common Units have no expiration date. Upon any redemption of Common Units, one share of Class B common stock is automatically forfeited and cancelled for each Common Unit so redeemed.

Remarks:

Exhibit 24.1: Power of Attorney

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of the following officers of Greenlane Holdings, Inc. (the "Company"):

(i) Aaron LoCascio, Chief Executive Officer; and

(ii) Ethan Rudin, Chief Financial Officer

signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of the registered class of securities of the Company, Forms

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendm

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally req

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transact

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of March 2020.

/s/ Douglas Fischer

Signature

Douglas Fischer

Print Name