

FORM 4

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

OMB APPROVAL	
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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 type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Strategy Officer	
(Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300		3. Date of Earliest Transaction (Month/Day/Year) 12/24/2020			
(Street) BOCA RATON, FL 33487		4. 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	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 C Common Stock	12/24/2020		C		450,000	D	\$ 0 (1)	12,368,205 (2)	D	
Class C Common Stock								61,721,013	I	See footnote. (3)
Class A Common Stock	12/24/2020		C		150,000	A	\$ 0 (1)	158,900 (4)	D	
Class A Common Stock	02/26/2021		S		35,000	D	\$ 5.48 (5)	132,667	D	
Class A Common Stock								22,533	I	By spouse.

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units	(1)	12/24/2020		C		150,000	(1)	(6)	Class A Common Stock	150,000	\$ 0 (1)	4,122,735 (7)	D	
Common Units	(1)						(1)	(1)	Class A Common Stock	20,573,671		20,573,671	I	See footnote. (3)

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

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).
- Pursuant to the Third Amended and Restated Operating Agreement of Greenlane Holdings, LLC (the "Operating Company"), the common membership interests in the Operating Company (the "Common Units") 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. Upon any redemption of Common Units, three shares of Class C Common Stock are automatically forfeited and cancelled for each Common Unit so redeemed.
- (1) Following a conversion of 150,000 Common Units on 12/24/20, 450,000 shares of Class C Common stock were forfeited and the reporting person directly owned 12,368,205 shares of Class C Common Stock. Giving effect to a gift of 6,300,000 shares of Class C Common Stock previously reported on a Form 4 timely filed with the Commission on 1/8/21, the reporting person directly owns 6,068,205 shares of Class C Common Stock following the reported transaction.
- (2) The reporting person is a stockholder of Jacoby & Co. Inc. ("Jacoby"), which is a member of the Operating Company and is the direct record owner of the reported securities. The reporting person shares voting control and may be deemed to beneficially own such securities owned by Jacoby but disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) The reported amount corrects the amount beneficially held by the reporting person. The Form 4 timely filed with the Commission on 11/12/20 inadvertently over-reported the reporting person's direct share holdings by 40,000 shares of Class A Common Stock.
- (4) The reporting person sold the shares pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.29 to \$5.76, inclusive. The reporting person undertakes to provide to Greenlane Holdings, Inc., any security holder of Greenlane Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.
- (5) The Common Units have no expiration date.
- (6) Following a conversion of 150,000 Common Units on 12/24/20, the reporting person directly owned 4,122,735 Common Units. Giving effect to a gift of 2,100,000 Common Units previously reported on a Form 4 filed with the Commission on 1/8/21, the reporting person directly owns 2,022,735 Common Units as of the date of this report.
- (7)

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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