

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Cellucci Michael		2. Issuer Name and Ticker or Trading Symbol Greenlane Holdings, Inc. [GNLN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300		3. Date of Earliest Transaction (Month/Day/Year) 03/17/2021		See remarks.	
(Street) BOCA RATON, FL 33487		4. If Amendment, Date Original Filed(Month/Day/Year) 03/19/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ 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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy) (u)	\$ 5.71	03/17/2021		A		19,018		(2)	03/17/2031	Class A Common Stock	19,018	\$ 0	19,018	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cellucci Michael C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 BOCA RATON, FL 33487			See remarks.	

Signatures

/s/ Douglas Fischer, as attorney-in-fact for Michael Cellucci	06/25/2021
Signature of Reporting Person	Date

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).

Explanatory Note: This amended Form 4 is being filed to correct the Form 4 filed on March 19, 2021 (the "Original Form 4"), which inadvertently reported the Black-Scholes value of the

- (1) Stock Options awarded to the Reporting Person rather than the exercise price of the Stock Options. All other information previously reported in the Original Form 4, and restated in this amended Form 4, remains correct.
- (2) The Reporting Person received a grant of Stock Options on March 17, 2021 under the Issuer's 2019 Equity Incentive Plan. The Stock Options beneficially owned by the Reporting Person will vest ratably on each of the first four anniversaries of the date of the grant, such that on March 17, 2025, the Reporting Person's Stock Options shall be 100% vested.

Remarks:

Title: President Sales and Marketing North America.

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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