

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* de Oliveira Rodrigo			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) _____ Chief Operating Officer		
(Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2021					
(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 A Common Stock	08/31/2021		A		99,446 (1)	A	(1) (2)	99,446	D	

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				
Option to Purchase	\$ 4.41	08/31/2021		A		12,566 (3)	(3)	03/20/2031	Class A Common Stock	12,566	\$ 0	12,566	D	
Option to Purchase	\$ 2.09	08/31/2021		A		150,800 (4)	(4)	04/22/2030	Class A Common Stock	150,800	\$ 0	150,800	D	
Option to Purchase	\$ 2.09	08/31/2021		A		9,048 (5)	(5)	04/22/2030	Class A Common Stock	9,048	\$ 0	9,048	D	
Option to Purchase	\$ 2.09	08/31/2021		A		20,735 (6)	(6)	04/22/2030	Class A Common Stock	20,735	\$ 0	20,735	D	
Option to Purchase	\$ 2.09	08/31/2021		A		50,895 (7)	(7)	04/22/2030	Class A Common Stock	50,895	\$ 0	50,895	D	
Option to Purchase	\$ 1.93	08/31/2021		A		17,234 (8)	(8)	02/22/2029	Class A Common Stock	17,234	\$ 0	17,234	D	
Option to Purchase	\$ 1.93	08/31/2021		A		43,085 (9)	(9)	07/02/2028	Class A Common Stock	43,085	\$ 0	43,085	D	
Option to Purchase	\$ 1.93	08/31/2021		A		43,085 (10)	(10)	04/20/2028	Class A Common Stock	43,085	\$ 0	43,085	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Oliveira Rodrigo C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 BOCA RATON, FL 33487			Chief Operating Officer	

Signatures

/s/ Douglas Fischer, as attorney-in-fact for Rodrigo de Oliveira		09/02/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

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).

- Received in exchange for 329,731 shares of common stock of KushCo Holdings, Inc. ("KushCo") pursuant to the Agreement and Plan of Merger, dated as of March 31, 2021, by and among Greenlane Holdings, Inc. ("Greenlane"), Merger Sub Gotham 1, LLC, Merger Sub Gotham 2, LLC and KushCo (the "Merger Agreement"). This number includes 102,653 restricted stock units ("RSUs") that accelerated and vested in full pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each share of KushCo common stock and each KushCo RSU that became fully earned and vested upon closing of the transaction contemplated by the Merger Agreement was converted into the right to receive 0.3016 shares of Greenlane Class A common stock.
- (1) On the date immediately prior to the effective time of the merger, the closing price of Greenlane's Class A common stock was \$2.61 per share and the KushCo's common stock was \$0.694 per share.
- (2) Received in exchange for options to purchase 41,667 shares of KushCo common stock at an exercise price of \$1.33 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock. These options had fully vested prior to the closing of the transactions contemplated by the Merger Agreement.
- (3) Received in exchange for options to purchase 500,000 shares of KushCo common stock at an exercise price of \$0.63 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock. These options had fully vested prior to the closing of the transactions contemplated by the Merger Agreement.
- (4) Received in exchange for options to purchase 30,000 shares of KushCo common stock at an exercise price of \$0.63 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock that became fully earned and vested upon closing of the transactions contemplated by the Merger Agreement was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock.
- (5) Received in exchange for options to purchase 68,750 shares of KushCo common stock at an exercise price of \$0.63 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock that became fully earned and vested upon closing of the transactions contemplated by the Merger Agreement was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock.
- (6) Received in exchange for options to purchase 168,750 shares of KushCo common stock at an exercise price of \$0.63 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock that became fully earned and vested upon closing of the transactions contemplated by the Merger Agreement was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock.
- (7) Received in exchange for options to purchase 57,143 shares of KushCo common stock at an exercise price of \$0.58 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock. These options had fully vested prior to the closing of the transactions contemplated by the Merger Agreement.
- (8) Received in exchange for options to purchase 142,858 shares of KushCo common stock at an exercise price of \$0.58 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock that became fully earned and vested upon closing of the transactions contemplated by the Merger Agreement was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock.
- (9) Received in exchange for options to purchase 142,858 shares of KushCo common stock at an exercise price of \$0.58 per share pursuant to the Merger Agreement. Upon the closing of the transactions contemplated by the Merger Agreement, each option to purchase shares of KushCo common stock that became fully earned and vested upon closing of the transactions contemplated by the Merger Agreement was converted into an option exercisable for 0.3016 shares of Greenlane Class A common stock.
- (10)

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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