

# 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 * <b>Schoenfeld Adam</b>  <small>(Last) (First) (Middle)</small> <b>C/O GREENLANE HOLDINGS, INC., 1095          BROKEN SOUND PARKWAY, SUITE 300</b>  <small>(Street)</small> <b>BOCA RATON, FL 33487</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol <b>Greenlane Holdings, Inc. [GNLN]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>07/19/2022</b>  4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
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 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 B Common Stock								1,522,734	D	
Class B Common Stock	07/19/2022		J		6,395,219 <u>(1)</u>	D	\$ 0 <u>(2)</u>	0	I	See footnote <u>(3)</u>
Class A Common Stock	07/19/2022		C		6,395,219 <u>(1) (3)</u>	A	\$ 0	6,431,463	D	
Class A Common Stock	07/19/2022		G <u>(4)</u>		4,764,438	D	\$ 0	1,667,025	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		(A)	(D)	Date Exercisable	Expiration Date				
Common Units	<u>(2)</u>	07/19/2022		C		6,395,219 <u>(1)</u>	<u>(2)</u>	<u>(5)</u>	Class A Common Stock	6,395,219	\$ 0 <u>(2)</u>	0	I	See footnote <u>(3)</u>
Common Units	<u>(2)</u>						<u>(2)</u>	<u>(5)</u>	Class A Common Stock	1,522,734		1,522,734	D	

## 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		

## Signatures

/s/ Amir Sadr, as attorney-in-fact for Adam Schoenfeld	07/21/2022
<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).

Immediately following the redemption of 15,998,046 Common Units for shares of Class A common stock, Jacoby (as defined below) distributed the shares of Class A common stock to its stockholders, including the Reporting Person. The number of shares of Class B common stock and Common Units shown as disposed and the number of shares of Class A common stock shown as acquired by the Reporting Person represent shares of Class A common stock distributed directly to the Reporting Person in proportion to his pecuniary interest in Jacoby.

Pursuant to the Operating Company's (as defined below) Fourth Amended and Restated Operating Agreement, 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, one share of Class B common stock is automatically forfeited and cancelled for each Common Unit so redeemed. On July 19, 2022, Jacoby tendered 15,998,046 Common Units for redemption and was issued 15,998,046 shares of Class A common stock.

(3) The reporting person is a stockholder of Jacoby & Co. Inc. ("Jacoby"), which is a member of Greenlane Holdings, LLC (the "Operating Company") and is the direct record owner of the securities described herein. The reporting person shared voting control of such securities owned by Jacoby and had a pecuniary interest in such securities held by Jacoby.

(4) The Reporting Person transferred shares of Class A Common Stock to trusts for estate planning purposes, over which the Reporting Person does not have voting or investment control.

(5) The Common Units have no expiration date.

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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