

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 type="checkbox"/> Director <input checked="" 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) 04/05/2021 | | | |
| (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 C Common Sock | 04/05/2021 | | C | | 179,814 (1) | D | \$ 0 (2) | 59,958,138 | I | See footnote (3) |
| Class C Common Sock | | | | | | | | 6,068,205 | D | |
| Class A Common Stock | 04/05/2021 | | C | | 59,938 (4) | A | \$ 0 (2) | 187,868 | 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.

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. SEC 1474 (9-02)

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 | | | | |
| Common Units | (2) | 04/05/2021 | | C | | 59,938 | | (2) | (5) | Class A Common Stock | 59,938 | \$ 0 (2) | 19,986,046 | I | See footnote (3) |
| Common Units | \$ 0 | | | | | | | (2) | (5) | Class A Common Stock | 2,022,735 | | 2,022,735 | 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 | Chief Strategy Officer | |

Signatures

/s/ Douglas Fischer, as attorney-in-fact for Adam Schoenfeld

04/07/2021

**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).

- (1) The amount reported as disposed represents the Reporting Person's pecuniary interest in the distribution by Jacoby (as defined below) as described in footnotes (3) and (4) below.
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.
- (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 securities described herein. The reporting person shares voting control of such securities owned by Jacoby and has a pecuniary interest in such securities held by Jacoby.
- (3) Immediately following the redemption of 587,625 Common Units for shares of Class A Common Stock, Jacoby distributed the shares of Class A Common Stock to its stockholders, including the Reporting Person.
- (4) 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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