

**INITIAL STATEMENT OF 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* Jacoboy & Co. Inc.  (Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC., 1095 BROKEN SOUND PARKWAY, SUITE 300  (Street) BOCA RATON, FL 33487  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/18/2019	3. Issuer Name and Ticker or Trading Symbol Greenlane Holdings, Inc. [GNLN]	
		4. 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)	5. 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	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4) Class C common stock (1)	2. Amount of Securities Beneficially Owned (Instr. 4) 67,864,878	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Units (2)	(3)	(3)	Class A common stock	22,621,626	\$ (3)	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacoboy & Co. Inc. C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 BOCA RATON, FL 33487		X		

**Signatures**

JACOBY & CO. INC. /s/ Aaron LoCascio Aaron LoCascio, Co-President	04/18/2019
**Signature of Reporting Person	Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

- Acquired pursuant to a Subscription Agreement with the Issuer in connection with the recapitalization of Greenlane Holdings, LLC and the Issuer's corporate restructuring and initial public offering ("IPO"). Three shares of the Issuer's Class C common stock were issued for each common membership interest in Greenlane Holdings, LLC ("Common Unit") held by the reporting person. Pursuant to the Amended and Restated Certificate of Incorporation of the Issuer, the shares of Class C common stock: (i) confer only voting rights (one vote per share) and do not confer any incidents of economic ownership to the holders thereof; and (ii) are forfeited and cancelled, on a three-for-one basis, without consideration, upon the redemption of Common Units for shares of the Issuer's Class A common stock, or cash, at the Issuer's election. See Footnote 3.
- (1) Represents Common Units of Greenlane Holdings, LLC, which 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. The Common Units were acquired pursuant to a reclassification (exempt under Section 16b-7) and reorganization of Greenlane Holdings, LLC in connection with the Issuer's IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by the reporting person. See Footnote 1.
- (2) 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. The Common Units have no expiration date. Upon any redemption of Common Units, three shares of Class C common stock are automatically forfeited and cancelled for each Common Unit so redeemed.
- (3)

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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