

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

1. Name and Address of Reporting Person* <u>Schoenfeld Adam</u> (Last) (First) (Middle) C/O GREENLANE HOLDINGS, INC. 1095 BROKEN SOUND PARKWAY, SUITE 300 (Street) BOCA RATON FL 33487 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Greenlane Holdings, Inc. [GNLN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" 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
	3. Date of Earliest Transaction (Month/Day/Year) 01/06/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Stock	12/31/2020		G ⁽¹⁾		6,300,000	D	\$0	6,518,205	D	
Class C Common Sock	01/06/2021		C		198,900 ⁽²⁾	D	\$0 ⁽³⁾	61,721,013	I	See footnote ⁽⁴⁾
Class A Common Stock	01/06/2021		C		43,767 ⁽⁵⁾	A	\$0 ⁽³⁾	52,667	D	
Class A Common Stock	01/06/2021		C		22,533 ⁽⁵⁾	A	\$0 ⁽³⁾	22,533	I	By spouse

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Units	\$0	12/31/2020		G ⁽¹⁾			2,100,000	⁽³⁾	⁽⁶⁾	Class A Common Stock	2,100,000	\$0	2,135,091	D	
Common Units	⁽³⁾	01/06/2021		C			66,300	⁽³⁾	⁽⁶⁾	Class A Common Stock	66,300	\$0 ⁽³⁾	20,573,671	I	See footnote ⁽⁴⁾

Explanation of Responses:

- The Reporting Person transferred shares of Class C Common Stock and Common Units (as defined below) to a trust for the benefit of his spouse and children, over which the Reporting Person does not have voting or investment control.
- The amount disposed of is being reported according to the Reporting Person's and his spouse's pecuniary interest in Jacoby (as defined 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.
- 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.
- Following the redemption of 650,000 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 and the Reporting Person's spouse.
- The Common Units have no expiration date.

Remarks:

/s/ Douglas Fischer, as attorney-in-fact for Adam Schoenfeld 01/08/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.