

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

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) <u>Chief Strategy Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2019</u>	
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 A common stock	04/29/2019		S <sup>(2)</sup>		368,095	D	\$15.81 <sup>(2)</sup>	0	I	See footnote <sup>(1)</sup>
Class A Common Stock	04/29/2019		S <sup>(4)</sup>		18,822	D	\$15.81 <sup>(4)</sup>	0	D	
Class A common stock	04/29/2019		C <sup>(3)</sup>		368,095	A	<sup>(3)</sup>	368,095	I	See footnote <sup>(1)</sup>
Class A common stock	04/29/2019		C <sup>(5)</sup>		18,822	A	<sup>(5)</sup>	18,822	D	
Class C common stock <sup>(6)</sup>	04/29/2019		C <sup>(7)</sup>		1,104,285	D	<sup>(7)</sup>	64,826,013	I	See footnote <sup>(1)</sup>
Class C common stock <sup>(8)</sup>	04/29/2019		C <sup>(7)</sup>		56,466	D	<sup>(7)</sup>	12,965,205	D	

**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		Date Exercisable	Expiration Date						Title
Common Units <sup>(9)</sup>	<sup>(10)</sup>	04/29/2019		C <sup>(7)</sup>		368,095	<sup>(10)</sup>	<sup>(11)</sup>	Class A common stock	368,095	\$0 <sup>(10)</sup>	21,608,671	I	See footnote <sup>(1)</sup>
Common Units <sup>(9)</sup>	<sup>(10)</sup>	04/29/2019		C <sup>(7)</sup>		18,822	<sup>(10)</sup>	<sup>(11)</sup>	Class A common stock	18,822	\$0 <sup>(10)</sup>	4,284,091	D	

**Explanation of Responses:**

- The Reporting Person is a stockholder of Jacoby & Co. Inc. ("Jacoby"), which is a member of Greenlane Holdings, LLC 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.
- Jacoby sold 368,095 shares of the Issuer's Class A common stock to the underwriters in connection with the underwriters' exercise of their option to purchase additional shares of Class A common stock (the "Over-Allotment Option") following the closing of the initial public offering by the Issuer of its Class A common stock on April 23, 2019 (the "IPO"). The shares of Class A common stock sold in connection with the Over-Allotment Option were sold at the IPO price of \$15.81 per share (\$17.00, less underwriting discounts and commissions in the amount of \$1.19 per share). Jacoby was a Selling Stockholder with respect to the IPO and the Over-Allotment Option.
- Jacoby acquired 368,095 shares of Class A common stock upon (i) the forfeiture of shares of the Issuer's Class C common stock on a three-for-one basis and (ii) the redemption of an equal number of common membership interests in Greenlane Holdings, LLC ("Common Units"), in connection with the Over-Allotment Option, as further described in footnotes 6 and 7 below.

4. The Reporting Person sold 18,822 shares of the Issuer's Class A common stock to the underwriters in connection with the Over-Allotment Option following the closing of the IPO. The shares of Class A common stock sold in connection with the Over-Allotment Option were sold at the IPO price of \$15.81 per share (\$17.00, less underwriting discounts and commissions in the amount of \$1.19 per share). The Reporting Person was a Selling Stockholder with respect to the Over-Allotment Option.
5. The Reporting Person acquired 18,822 shares of Class A common stock upon (i) the forfeiture of shares of the Issuer's Class C common stock on a three-for-one basis and (ii) the redemption of an equal number of Common Units, in connection with the Over-Allotment Option, as further described in footnotes 7 and 8 below.
6. Jacoby acquired 67,864,878 shares of Class C common stock pursuant to a Subscription Agreement with the Issuer in connection with the recapitalization of Greenlane Holdings, LLC and the Issuer's corporate restructuring and IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by Jacoby. 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.
7. On April 29, 2019, pursuant to a Common Unit Redemption Agreement among the Issuer, Greenlane Holdings, LLC, the Reporting Person, Jacoby and certain other holders of Common Units that were Selling Stockholders in the IPO and/or the Over-Allotment Option, and in connection with the Over-Allotment Option, (i) 368,095 Common Units were redeemed by Jacoby, and 1,104,285 shares of Class C common stock were forfeited, in each case for 368,095 shares of Class A common stock, with such shares of Class A common stock being sold by Jacoby in connection with the Over-Allotment; and (ii) 18,822 Common Units were redeemed by the Reporting Person, and 56,466 shares of Class C common stock were forfeited, in each case for 18,822 shares of Class A common stock, with such shares of Class A common stock being sold by the Reporting Person in connection with the Over-Allotment Option.
8. The Reporting Person acquired 13,021,671 shares of Class C common stock pursuant to a Subscription Agreement with the Issuer in connection with the recapitalization of Greenlane Holdings, LLC and the Issuer's corporate restructuring and IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by the Reporting Person.
9. Represents Common Units of Greenlane Holdings, LLC. The Common Units were acquired pursuant to a reclassification and reorganization of Greenlane Holdings, LLC in connection with the IPO. Three shares of the Issuer's Class C common stock were issued for each Common Unit held by each of the Reporting Person and Jacoby.
10. Pursuant to the Third Amended and Restated Operating Agreement of Greenlane Holdings, LLC, 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.
11. The Common Units have no expiration date.

/s/ Douglas Fischer, attorney- 05/01/2019  
in-fact

\*\* 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.

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