

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Rudin Ethan</u>  (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 <u>Greenlane Holdings, Inc. [ GNLN ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B common stock <sup>(1)</sup>	190,600 <sup>(2)</sup>	D	

**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: 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 <sup>(3)</sup>	(2)(4)	(4)	Class A common stock	190,600	(4)	D	

**Explanation of Responses:**

- 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"). One share of the Issuer's Class B common stock was 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 B 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 one-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 4.
- Currently the Reporting Person's Common Units and shares of Class B common stock are completely invested. The Common Units and shares of Class B common stock beneficially owned by Reporting Person vest 20% on each anniversary of February 27, 2019, such that on February 27, 2024, the Reporting Person's Common Units and shares of Class B common stock shall be 100% vested.
- 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. One share of the Issuer's Class B common stock was issued for each Common Unit held by the reporting person. See footnote 1.
- 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, one share of Class B common stock is automatically forfeited and cancelled for each Common Unit so redeemed.

**Remarks:**

Exhibit 24.1: Power of Attorney

/s/ Ethan Rudin 04/18/2019

\*\* 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 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).

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.**

## Power of Attorney

Know all by these presents, that the undersigned hereby constitutes and appoints each of the following officers of Greenlane Holdings, Inc. (the "Company"):

(i) Aaron LoCascio, Chief Executive Officer; and

(ii) Douglas Fischer, General Counsel

signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or holder of 10% or more of the registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18<sup>th</sup> day of April 2019.

/s/ Ethan Rudin

Name: Ethan Rudin