

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* Gotham Green Partners LLC (Last) (First) (Middle) 1437 4TH STREET (Street) SANTA MONICA, CA 90401 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/21/2019 | 3. Issuer Name and Ticker or Trading Symbol GrowGeneration Corp. [GRWG] | |
| | | 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) | 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) |
|---------------------------------|---|--|---|
| Common Stock | 3,000,094 | I | By Gotham Green Fund I (Q), L.P. (1) |
| Common Stock | 749,906 | I | By Gotham Green Fund I, L.P. (1) |
| Common Stock | 1,101,135 | I | By Gotham Green Fund II (Q), L.P. (1) |
| Common Stock | 189,187 | I | By Gotham Green Fund II, L.P. (1) |

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

SEC 1473 (7-02)

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.

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 | | | |
| Warrants | 05/28/2019 | 05/28/2022 | Common Stock | 550,568 | \$ 3.5 | I | By Gotham Green Fund II (Q), L.P. (1) |
| Warrants | 05/28/2019 | 05/28/2022 | Common Stock | 94,594 | \$ 3.5 | I | By Gotham Green Fund II, L.P. (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gotham Green Partners LLC 1437 4TH STREET SANTA MONICA, CA 90401 | | X | | |

Signatures

| | |
|----------------------------------|------------|
| /s/ Jason Adler, Managing Member | 12/13/2019 |
| 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).

- (1) Gotham Green Partners LLC is the SEC registered investment adviser to the Gotham funds. Gotham Green Fund 1 GP LLC is the general partner of Gotham Green Fund 1 LP and Gotham Green Fund 1 (Q) LP. Gotham Green Fund II GP LLC is the general partner to Gotham Green Fund II LP and Gotham Green Fund II (Q) LP.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.