

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
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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 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 * <b>Gotham Green Partners LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>GrowGeneration Corp. [GRWG]</b>			5. 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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/10/2020</b>					
1437 4TH STREET			4. 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		
(Street)								
SANTA MONICA, CA 90401								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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			
Common Stock	02/10/2020		S		13,600	D	\$ 5.9556 <a href="#">(1)</a>	2,986,494	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/10/2020		S		3,400	D	\$ 5.9556 <a href="#">(1)</a>	746,506	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/11/2020		S		30,111	D	\$ 5.9117 <a href="#">(2)</a>	2,956,383	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/11/2020		S		7,527	D	\$ 5.9117 <a href="#">(2)</a>	738,979	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/12/2020		S		56,002	D	\$ 5.6752 <a href="#">(3)</a>	2,900,381	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/12/2020		S		13,998	D	\$ 5.6752 <a href="#">(3)</a>	724,981	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>

Common Stock	02/13/2020		S		16,000	D	\$ 5.732 <a href="#">(4)</a>	2,884,381	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/13/2020		S		4,000	D	\$ 5.732 <a href="#">(4)</a>	720,981	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/14/2020		S		120,404	D	\$ 6.0179 <a href="#">(5)</a>	2,763,977	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/14/2020		S		30,096	D	\$ 6.0179 <a href="#">(5)</a>	690,885	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/18/2020		S		83,892	D	\$ 6.5608 <a href="#">(6)</a>	2,680,085	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/18/2020		S		20,970	D	\$ 6.5608 <a href="#">(6)</a>	669,915	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/19/2020		S		50,353	D	\$ 6.5519 <a href="#">(7)</a>	2,629,732	I	By Gotham Green Fund 1 (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock	02/19/2020		S		12,586	D	\$ 6.5519 <a href="#">(7)</a>	657,329	I	By Gotham Green Fund 1, L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock								1,101,135	I	By Gotham Green Fund II (Q), L.P. <a href="#">(8)</a> <a href="#">(9)</a>
Common Stock								189,187	I	By Gotham Green Fund II, L.P. <a href="#">(8)</a> <a href="#">(9)</a>

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

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## 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		02/20/2020
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* 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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$5.70 to \$6.29, inclusive. The  
(1) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$5.74 to \$6.0403, inclusive. The  
(2) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$5.36 to \$5.92, inclusive. The  
(3) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$5.64 to \$5.80, inclusive. The  
(4) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$5.87 to \$6.37, inclusive. The  
(5) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$6.09 to \$6.76, inclusive. The  
(6) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$6.27 to \$6.66, inclusive. The  
(7) Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in this footnote of this Form 4.

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

On December 13, 2019, the Reporting Person filed a Form 3 (the "Prior Report") which inadvertently stated the names in footnote 1 of the general partner entities as Gotham  
(9) Green Fund I GP LLC and Gotham Green Fund II GP LLC, rather than Gotham Green GP I LLC and Gotham Green GP II LLC. This Form 4 filing corrects the error in the Prior Report.

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

