FORM 4

(Print or Type Responses)

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

OMB APPROVAL
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Estimated average burden
hours per response... 0.5

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

1. Name and Address of Reporting Person – Gotham Green Partners LLC			GrowGeneration Corp. [GRWG]							Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner			
(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/06/2020						Officer (give title below) X Other (specify below) Former 10% Owner						
	4. If Amendment,	nent, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(Zip)	Table I - Non-Derivative Securities Acqu						ired, Disposed of, or Beneficially Owned						
2. Transaction Date (Month/Day/Year)	any	Code (Instr. 8)	ction	(A) or D	(A) or	of (D)	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		ollowing	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							1,841,10	52		I	By Gotham Green Fund 1 (Q), L.P.		
							460,216	<u>(1)</u>		I	By Gotham Green Fund 1, L.P. (2)		
							1,101,13	35		I	By Gotham Green Fund I1 (Q), L.P.		
							189,187	,		I	By Gotham Green Fund II, L.P. (2)		
Table II - I	Derivative Securiti	es Acquire	Pers cont the f	ons who ained in orm disp	respon this for plays a	m are curre eficial	not requesting ntly valid	uired to res	spond unle	ss	1474 (9-02)		
on 3A. Deemed Execution Date any	e.g., puts, calls, wa 4. Transaction Code (Instr. 8)	rrants, op 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	tions, convertible securities) 6. Date Exercisable and Expiration Date (Month/Day/Year) Convertible securities) 7. Tand Expiration Date (Month/Day/Year) Convertible securities) 8. Date Exercisable and Expiration Date (Month/Day/Year) Convertible securities) 9. Date Exercisable and Exer		Title and sount of Derivative Security Urities str. 3 and Security Securities Security		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct (or Indirect)	Beneficial Ownershij (Instr. 4) D) ect				
	(Middle) (Zip) 2. Transaction Date (Month/Day/Year) on any (Middle) (Zip) 2. Transaction Date (Month/Day/Year) 3. A. Deemed Execution Date (Any Pear)	(Middle) 3. Date of Earliest 07/06/2020 4. If Amendment, (Zip) Ta 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities beneficially over the case of the case	GrowGeneration Corp. 3. Date of Earliest Transaction 07/06/2020 4. If Amendment, Date Origin (Zip) Table I - Nor 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open any any any any any any any any any an	Carrell Carr	GrowGeneration Corp. [GRWG] 3. Date of Earliest Transaction (Month/Day/07/06/2020 4. If Amendment, Date Original Filed(Month/I Date Ori	GrowGeneration Corp. [GRWG] 3. Date of Earliest Transaction (Month/Day/Year) 07/06/2020 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) or Disposed (Instr. 8) Code V Amount (D) Or each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired (A) or Disposed of the form displays a Table II - Derivative Securities Acquired (A) or Disposed of the form displays a Table II - Derivative Securities Acquired (A) or Disposed of the form displays a Table II - Derivative Securities Acquired (A) or Disposed of the form displays a Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8)	GrowGeneration Corp. [GRWG] 3. Date of Earliest Transaction (Month/Day/Year) 07/06/2020 4. If Amendment, Date Original Filed(Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year) 3. Transaction Code (A) or Disposed of (D) (Instr. 8) Code V Amount (D) Price or each class of securities beneficially owned directly or indirectly. Persons who respond to contained in this form are the form displays a curre Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) and (Month/Day/Year) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3) 6. Date Exercisable (Instr. 4) Amend (Instr. 8) Acquired (Instr. 8) Code V Amount (D) Price Acquired (A) or Disposed of (D) (Instr. 3) Code (A) or Disposed of (D) (Instr. 3)	Carrier Carr	Chief Chie	GrowGeneration Corp. [GRWG] (Moddle) 3. Date of Farliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed/Month/Day/Year) (Zap) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Instr. 8) (Month/Day/Year) (Month/Day/Year) Or each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unlet for form displays a currently valid OMB control numbe (Ges. puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) 1,101,135	Chieck all applicable Director Other piecely Director Di		

	Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
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Reporting Owners

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

Signatures

/s/Jason Adler, Managing Member	07/07/2020
**Signature of Reporting Person	Date

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).
- On July 2, 2020, the Reporting Person filed a Form 4 reporting ownership of 459,216 shares held by Gotham Green Fund 1, L.P. (the "Prior Report"). The Prior Report (1) inadvertently understated by 1,000 shares the total number of shares beneficially owned following the reported transaction. The total number of securities set forth in Column 5 of this Form 4 corrects the error in the Prior Report.
- (2) Gotham Green Partners LLC is the SEC registered investment adviser to the Gotham funds. Gotham Green GP 1 LLC is the general partner of Gotham Green Fund 1 LP and Gotham Green Fund II (Q) LP. Gotham Green GP II 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.