

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

Amendment No. 1 to

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 18, 2017

GROWGENERATION CORP
(Exact Name of Registrant as Specified in its Charter)

Colorado
(State or other Jurisdiction
of Incorporation)

333-207889
(Commission
File Number)

46-5008129
(I.R.S. Employer
Identification No.)

1000 West Mississippi Avenue
Denver, Colorado 80233
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **800-935-8420**

N/A
(Former Address of Principal Executive Offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation under any of the following provisions *see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Section 7 – Regulation FD

Item 7.01. Regulation FD Disclosure

This amendment is being filed by GrowGeneration, Corp. (the “Company”) to correct certain inadvertent typos in the presentation slides included as Exhibit 99.1 in a Current Report on Form 8-K filed by the Company on April 18, 2017 (the “Form 8-K”). The Company’s common stock is listed on the OTCQB Market under the ticker symbol of “GRWG”. References of “GRGW” in the presentation slides included in the Form 8-K are typos, which are hereby corrected. The Company also revised the expansion goals of its subsidiary, GrowGeneration Home Corp., at page 10 of the presentation sides.

Copies of the revised presentation slides are attached hereto as Exhibit 99.1. The information contained herein and the exhibit attached hereto shall be deemed furnished and not filed. The information contained in the presentation slides has been provided for information purposes only and should not be construed as an offer to sell or a solicitation of an offer to purchase any of the Company’s securities.

Section 9 – Financial Statements and Exhibits

Item 9.01: Financial Statements and Exhibits

(c) Exhibits

Exhibit No.	Description
99.1	Presentation Slides, as revised, dated April 18, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 19, 2017

GrowGeneration Corp.

By: /s/ Darren Lampert

Name: Darren Lampert

Title: CEO



Investor Presentation
April 2017

OTCQB: GRWG



This presentation is being provided for information purposes only and does not constitute an offer to sell or a solicitation of an offer to purchase any of the Company's securities. This presentation is not intended, nor should it be distributed, for advertising purposes, nor is it intended for broadcast or publication to the general public. Any such offer of the Company's securities will only be made in compliance with applicable state and federal securities laws pursuant to a prospectus or an offering memorandum and related offering documents which will be provided to qualified prospective investors upon request.

This presentation may include predictions, estimates or other information that might be considered forward-looking within the meaning of applicable securities laws. While these forward-looking statements represent our current judgments, they are subject to risks and uncertainties that could cause actual results to differ materially. You are cautioned not to place undue reliance on these forward-looking statements, which reflect our opinions only as of the date of this presentation. Please keep in mind that we are not obligating ourselves to revise or publicly release the results of any revision to these forward-looking statements in light of new information or future events. When used herein, words such as "look forward," "believe," "continue," "building," or variations of such words and similar expressions are intended to identify forward-looking statements. Factors that could cause actual results to differ materially from those contemplated in any forward-looking statements made by us herein are often discussed in filings we make with the United States Securities and Exchange Commission, available at: www.sec.gov, and on our website, at: www.growgeneration.com.

One of the largest owner / operators of specialty retail hydroponic and organic gardening stores

- **Established, specialty retail presence focused on “picks and shovels”** of cultivation equipment & supplies, located in close proximity to commercial growers
- U.S. cannabis **market is expected to reach \$23B** by 2020 ⁽¹⁾
- **Strong year-over-year growth**
 - FY2016 revenue increased 130% y/y
 - FY2016 same store sales increased 50% y/y
- **Attractive capital structure** (minimal debt) and near-term trajectory towards **positive free cash flow** are sufficient to fund organic and inorganic growth
- **Raised \$4.2M equity capital** to generate \$13.5M in total revenue in first three years of operation
- **Large acquisition pipeline** in a highly fragmented industry
- Operational **business model that is scalable** and provides **opportunities for margin expansion**



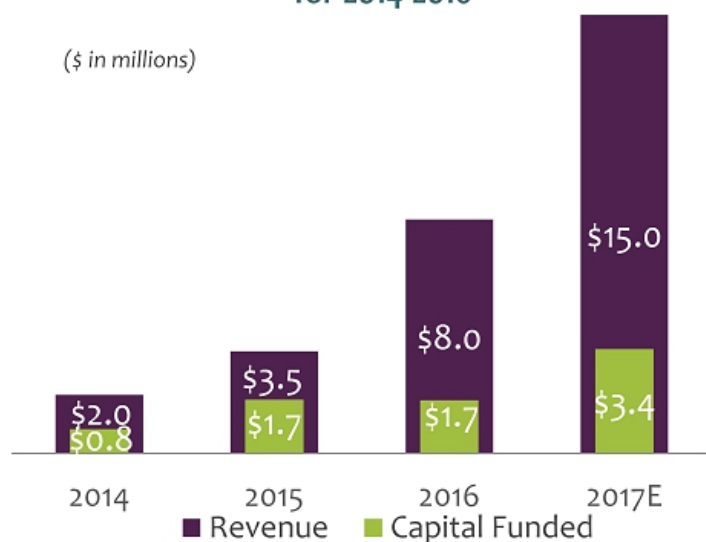
⁽¹⁾ Source: New Frontier Data

Return on Invested Capital



12 stores ,across 3 markets, CO, CA, NV. Capital raised to date has driven exponential revenue growth and strong balance sheet

\$4.2M in Invested Capital Drove \$13.5M in Revenue for 2014-2016



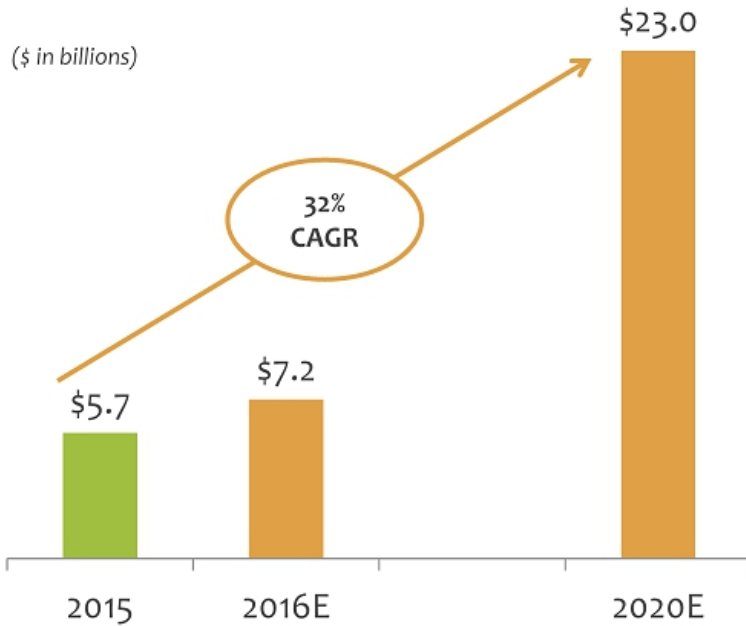
Capital Structure

Stock Price ¹	\$2.05
Shares Outstanding ¹	13.55M
Warrants Outstanding ¹	4.2M
Stock Options Outstanding ²	1.9M
Equity Market Cap ¹	\$27.1M
Debt ²	\$0.2M
Cash ¹	\$1.2M
Enterprise Value ¹	\$26.1M

¹ as of April 10, 2017

² as of December 31, 2016

Legalization of cannabis is driving exponential growth in the hydroponic / gardening industry



Source: New Frontier Data

- Commercial cultivation is exploding
- Global hydroponic sales projected to exceed \$30B by 2020
- Highly fragmented retail space
 - >1,000 existing hydroponic stores
 - Smaller players struggling to compete as commercial market expands
- ~7,000 licensed commercial growers in the U.S. today
- # of home cannabis grower to double from 2M to 4M by 2020
- 14 additional states expected to legalize cannabis cultivation in the next few years

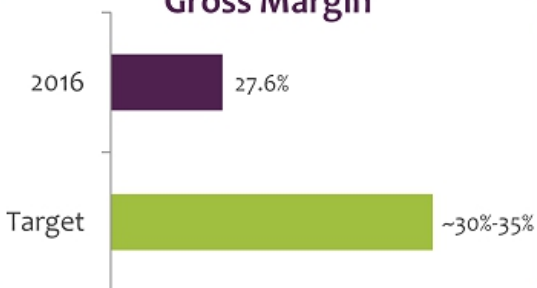
Attractive business profile for increasing shareholder value

Capital Turnover

3X 

Each \$1M in capital drives
~\$3M in annual revenue

Gross Margin



Commercial Cannabis Grower

15-20%

of total sales will be invested in
hydroponic and ancillary equipment
and supplies by retail and medical
cannabis growers annually

"Typical" Store Profile

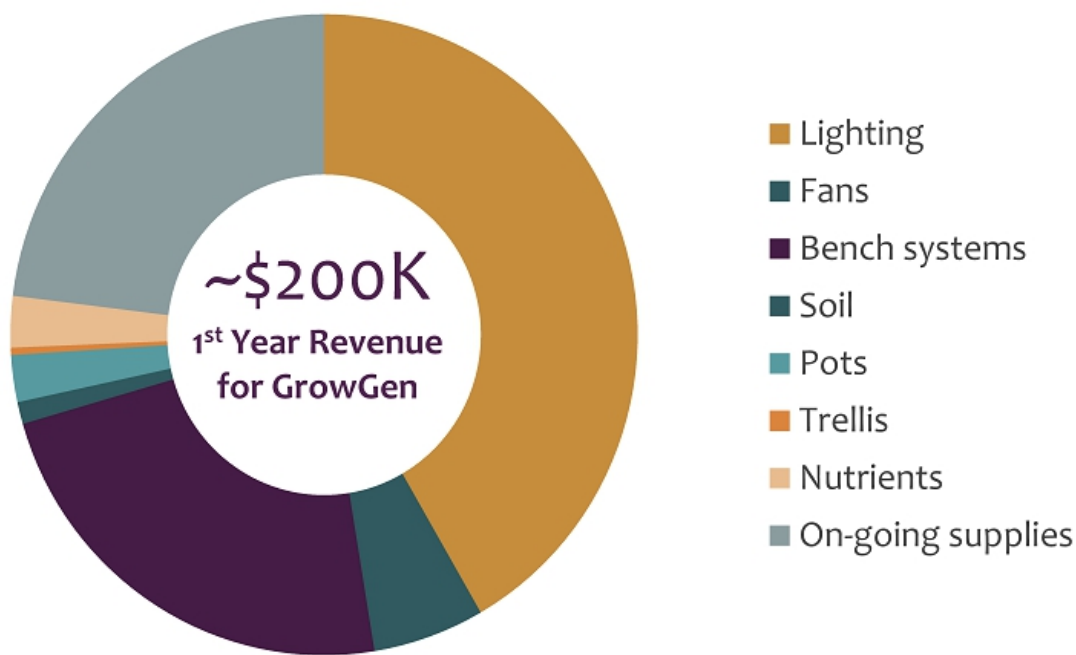
Rent ~\$10 sq. ft.

~7,500 - 10,000 sq. ft.

~18% op. margin

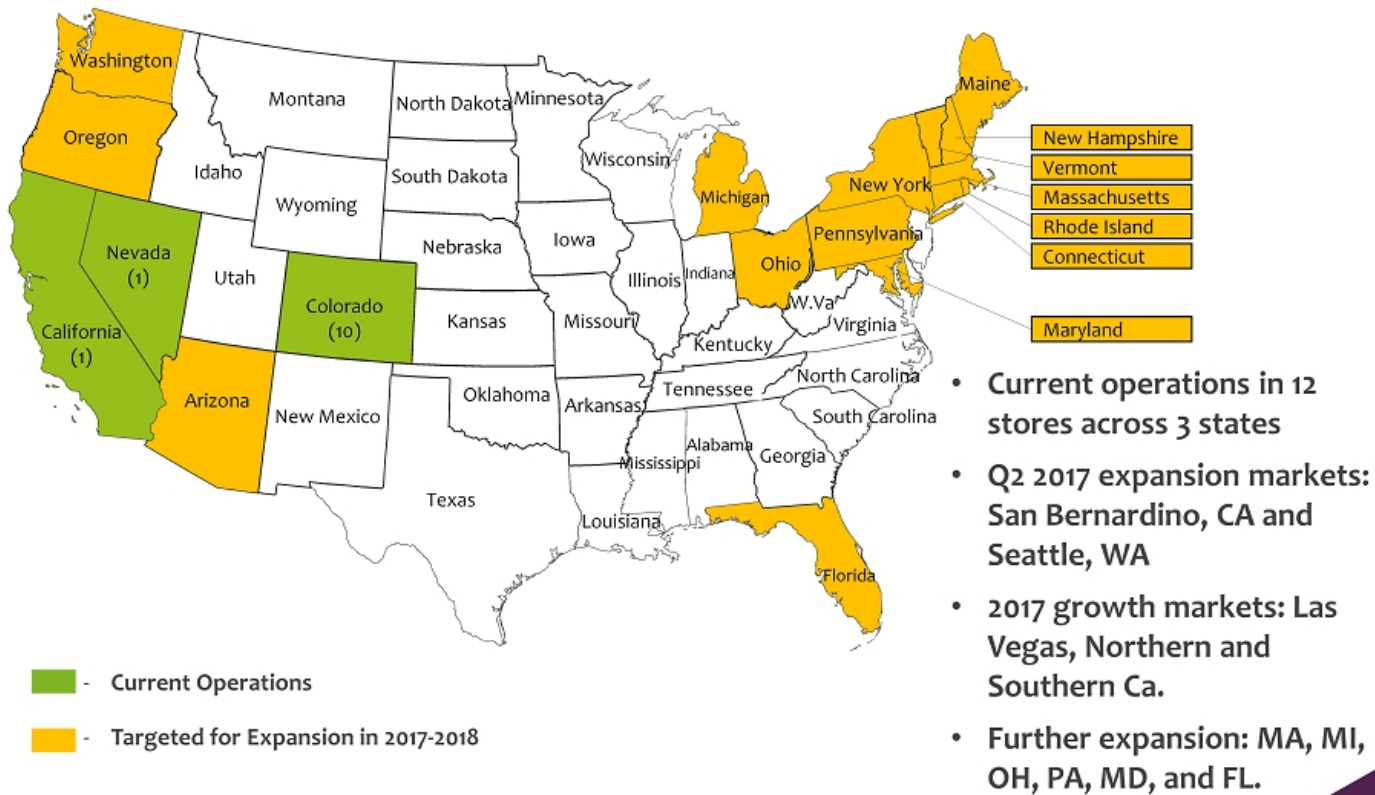
Enabling large, commercial growers to source equipment and supply needs from one supplier

“Typical” Commercial Grower with 10,000 sq. ft. of space



30% of initial Buildout goes to monthly recurring supplies including nutrients, soils, amendments & other ancillary products

Growth to be fueled by both new store openings and acquisitions



Targeting acquisitions with \$1M to \$5M in annual revenue that are a STRATEGIC fit based on location, customer list and opportunity to grow quickly



- Fragmented and target-rich landscape
- Actively considering several targets with ~\$1M - \$5M in annual revenue in CA, WA, MI, MA
- 2017 focus is one to three stores in S. California, Seattle and Massachusetts markets
- In late stage discussions with identified target in Seattle with ~\$1M in annual revenue

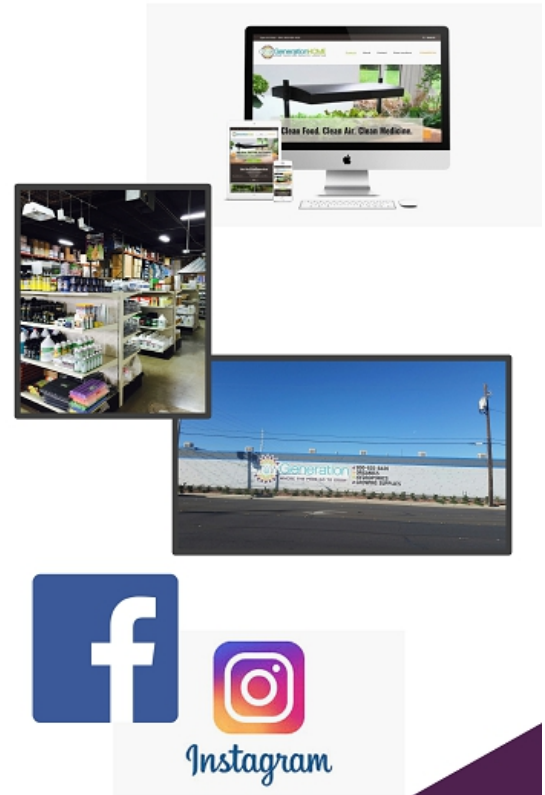
Clean Food- Clean Air- Clean Medicine

- GrowGeneration Home Corp., a wholly- owned subsidiary ,sales channel exclusively targeting the home indoor gardening marketplace
- Selling an array of indoor gardening appliances and products, merchandised
- “Store within a Store” new retail concept
- Working with large Independent Garden Center Co-op
- Expansion goals:
 - 5 test stores operating in Q2 2017
 - 10 GGH stores by end of 2017
 - 50 GGH stores by the end of 2018



Expanding reach and driving increased volume with growgeneration.com

- Near-term enhancements include online functionality for growers to access commercial pricing- Q2 launch
- Growing social media presence with more than 1,000 Instagram followers and 3,500 Facebook “likes”
- Creating the searchable inventory of grow supplies online with more than 10,000 unique products
- Content-rich website designed around topics of high grower interest creates a destination for both purchasing and essential grow information



Board of Directors and Executive Management

Darren Lampert CEO Director	Michael Salaman President Director	Joseph Prizivalli COO	Steven Aiello Director	Jody Kane Director
<ul style="list-style-type: none"> – Founding member of law firm Lampert & Lampert(1986-2000) – Former portfolio manager and proprietary trader(2000-2014) 	<ul style="list-style-type: none"> – VP at National Media Corp. (1986-2002) – Founder of American Interactive Media – Founder(2002-2006) / Chairman of Skinny Nutritional(2006-2013) 	<ul style="list-style-type: none"> – Inventory Mgr. at Way to Grow(2014-2016) where he oversaw movement and integrity of all inventories – Distribution Center Manager (2010-2014) 	<ul style="list-style-type: none"> – Partner at Jones & Co. (2003-2006) – Partner at Asset Management (2001-2003) – Partner at Montgomery Securities (1987-2001) 	<ul style="list-style-type: none"> – Managing Director at Diamond Bridge Capital (2009 – 2014) – Analyst at Sidoti (2005-2009)

Strategic Investors

Merida Capital Partners

- PE fund focused on cannabis infrastructure, data and technology companies such as New Frontier and Steep Hill Labs
- Led by Mitchell Baruchowitz, founder of limited-license cultivators Theraplant (CT) and Leafline Labs (MN)

Robert Yosatis

- Owner of one of the largest vertically integrated cultivation companies in Northern CA
- Sold his previous company to a private equity company



Company Contact

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Investor Relations

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