

---

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

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): June 6, 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 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

On June 6, 2017, management of GrowGeneration, Corp. (the “Company”) gave a presentation related to the business and performance of the Company at LD Micro 7th Annual LD Micro Invitational Conference at the Luxe Sunset Bel Air in Los Angeles.

Copies of the presentation slides presented at the conference 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	<a href="#">Presentation Slides, dated June 6, 2017</a>

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: June 6, 2017

**GrowGeneration Corp.**

By: /s/ Darren Lampert

Name: Darren Lampert

Title: Chief Executive Officer



Investor Presentation  
June 2017

[growgeneration.com](http://growgeneration.com)

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](http://www.sec.gov), and on our website, at: [www.growgeneration.com](http://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 <sup>(1)</sup>
- **Strong year-over-year growth**
  - FY2016 revenue increased 130% y/y
  - FY2016 same store sales increased 50% y/y
  - FY 2017 Q1 revenue increased by 68% y/y
- **Attractive capital structure** (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
- Raised **\$3.6M** in equity capital in 2017 to date
- **Large acquisition pipeline** in a highly fragmented industry
- Operational **business model that is scalable** and provides **opportunities for margin expansion**



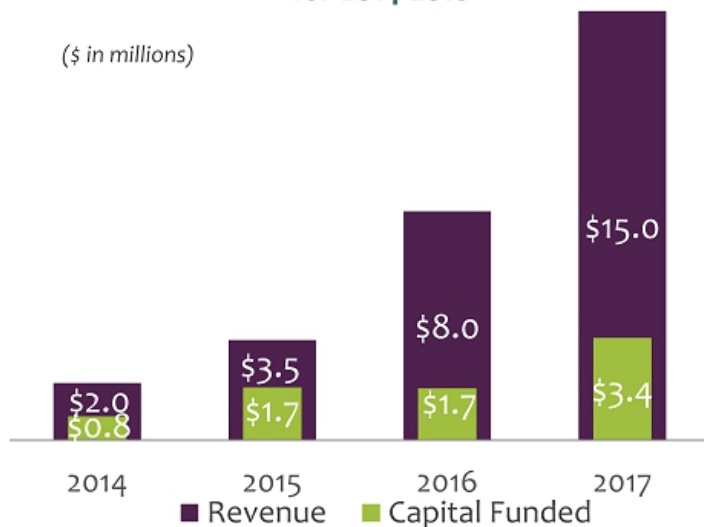
<sup>(1)</sup> Source: New Frontier Data

## Capital Turnover



**13 stores across 4 markets, CO, CA, NV, WA 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 <sup>1</sup>	\$2.12
Shares Outstanding <sup>1</sup>	14.6M
Warrants Outstanding <sup>1</sup>	5.3M
Stock Options Outstanding <sup>1</sup>	1.9M
Equity Market Cap <sup>1</sup>	\$30.1M
Debt <sup>2</sup>	\$0.2M
Cash <sup>2</sup>	\$2.5M
Net Worth	\$7.2M

<sup>1</sup> as of June 2, 2017

<sup>2</sup> as of June 1, 2017

### *First Five Months of 2017*

- Q1 2017 rev up 68% y/y, Q2 rev trending to over 100% y/y
- Raised \$3.6M in equity capital
- Acquired Seattle Hydro Spot, located in Seattle, WA
- Acquired Sonoma Hydro and consolidated GrowGen Santa Rosa into an over \$2.5M run rate operation in Sonoma County, CA
- Opened 10,000 sq. ft. store in Las Vegas, NV. Store has turned profitable in its third month of operations.
- Opened Denver South, 13,000 sq. ft. and moved corporate headquarters to same location
- Opened 8,000 sq. ft. in Trinidad, CO
- Opened San Bernardino, CA , 16,000 sq. ft. of inside and outside space
- Hired Joe Prinzivalli as Chief Operating Officer
- Hired Monty Lamirato, as Chief Financial Officer

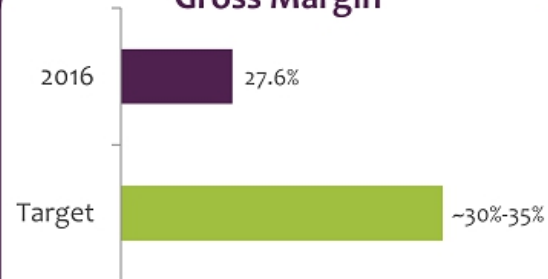
### *Attractive business profile for increasing shareholder value*

#### 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.

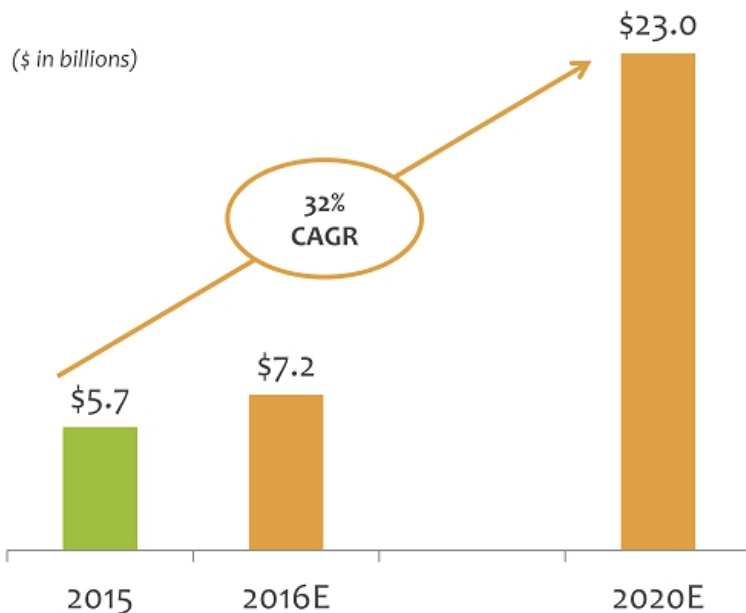
~7,500 - 10,000 sq. ft.

~18% op. margin

### *Impact of our Direct Sales Model*

- Substantially all margin earned on direct sales model hits bottom line
- Company never “touches” the inventory, no warehousing costs
- Additional incremental costs of direct sales model is sales salaries and commissions
- Incremental increase in vendor rebates from additional purchases, benefitting margins
- Seasoned product Grow Pro specialist in Colorado, California, Washington, Michigan and New England

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

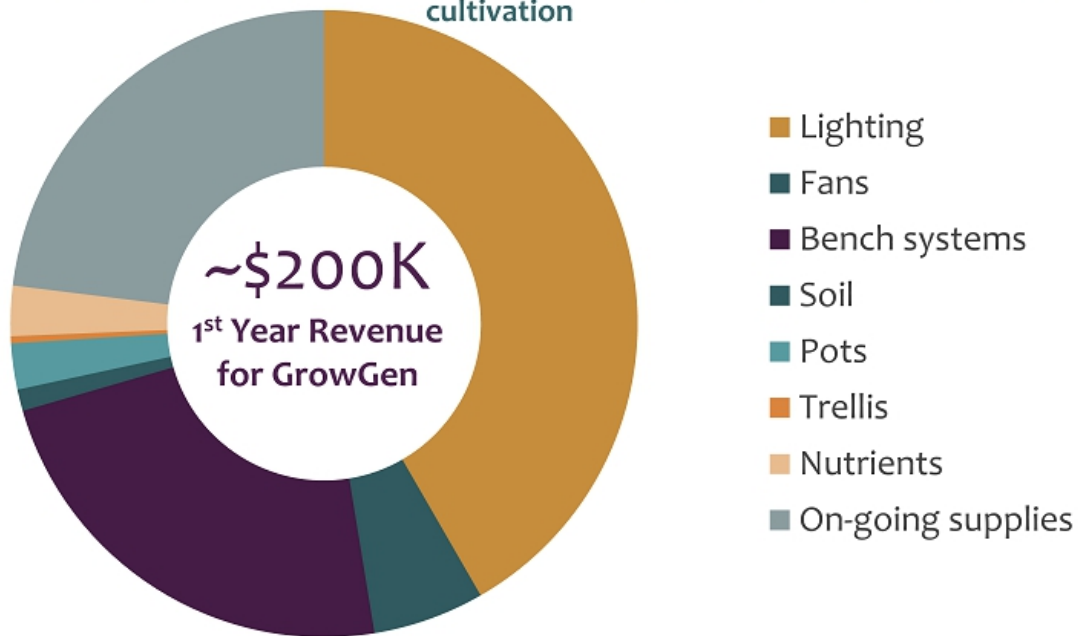


Source: New Frontier Data

- 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

**Enabling large, commercial growers to source equipment and supply needs from one supplier, a \$23 B Industry**

**“Typical” Commercial Grower with 10,000 sq. ft. of space/ 10-15% of revenue reinvested in cultivation**



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

## Selection-Service-Solutions

 <p><b>CLONING &amp; SEEDS</b></p>	Propagation Equipment	 <p><b>FANS &amp; VENTILATION</b></p>	Water Chillers and Heaters	 <p><b>GROW LIGHTS</b></p>	DE, LEC, LED
 <p><b>HARVESTING</b></p>	Trim Machines	 <p><b>HYDROPONICS</b></p>	Pumps and Reservoirs	 <p><b>NUTRIENTS &amp; ADDITIVES</b></p>	Supplements and All Brands
 <p><b>PEST &amp; DISEASE CONTROL</b></p>	Organic Solutions	 <p><b>CONTAINERS &amp; TRAYS</b></p>	Flood Tables, Moving Benches	 <p><b>SOIL &amp; MEDIUMS</b></p>	Pallets and Containers

**The GrowGeneration Difference for Commercial Growers**

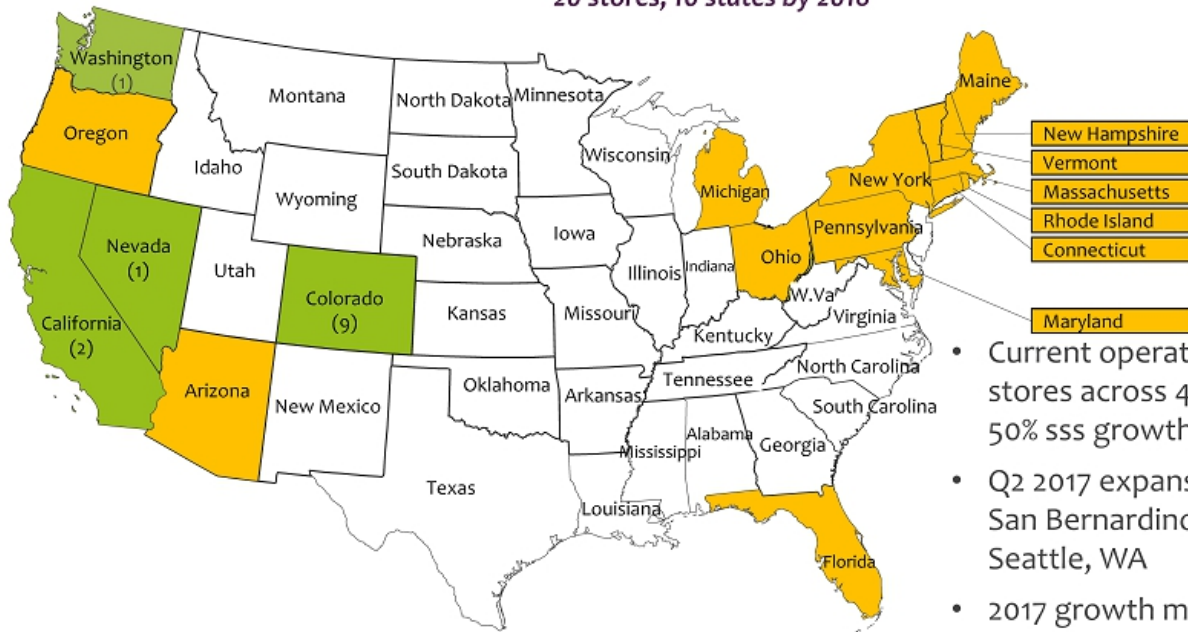
# Growth Strategy: National Expansion



*Growth to be fueled by both new store openings and acquisitions*

**13 stores, 4 states**

**20 stores, 10 states by 2018**



■ - Current Operations

■ - Targeted for Expansion in 2017-2018

- Current operations in 13 stores across 4 states/ over 50% sss growth
- Q2 2017 expansion markets: San Bernardino, CA and Seattle, WA
- 2017 growth markets: Denver, Las Vegas, Northern and Southern Ca.
- Further expansion: MA, MI, OH, PA, MD, and FL.

**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, consolidation of the retail stores, expansion from the growers, 7,000 licensed growers
- Actively considering several targets with ~\$1M - \$5M in annual revenue in CA, WA, MI, MA
- 2017 focus is rapid expansion in S. California, grow Seattle/WA market, develop Massachusetts/New England and Michigan markets

*Expanding reach and driving increased volume with [growgeneration.com](https://growgeneration.com)*

- Near-term enhancements include online functionality for growers to access commercial pricing- Q3 launch
- Growing social media presence with more than 1,000 Instagram followers and 3,500 Facebook “likes”
- Creating 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



*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
- 2 million home growers today, expanding to 4 million by 2020
- “Store within a Store” new retail concept
- Working with large Independent Garden Center Co-op
- Expansion goals:
  - Launch GrowGenerationHome.com
  - 5 test stores operating in Q3 2017
  - 10 GGH stores by end of 2017
  - 50 GGH stores by the end of 2018



**Store within a Store Retail Concept**  
**Indoor Garden Centers**



## Board of Directors and Executive Management

**Darren Lampert**  
CEO  
Director

- Founding member of law firm Lampert & Lampert (1986-2000)
- Former portfolio manager and proprietary trader (2000-2014)

**Monty Lamirato**  
CFO

- CFO, Strategic Environmental & Energy Resources, Inc. (2013-2016)
- Independent consultant (2009-2017)
- CFO/Treasurer, ARC Group Worldwide, Inc. (2001-2009)

**Michael Salaman**  
President  
Director

- VP at National Media Corp. (1986-2002)
- Founder of American Interactive Media
- Founder (2002-2006) / Chairman, Skinny Nutritional (2006-2013)

**Steven Aiello**  
Director

- Partner at Jones & Co. (2003-2006)
- Partner at Asset Management (2001-2003)
- Partner at Montgomery Securities (1987-2001)

**Joseph Prizivalli**  
COO

- Inventory Manager at Way to Grow (2014-2016) where he oversaw movement and integrity of all inventories
- Distribution Center Manager (2010-2014)

**Jody Kane**  
Director

- 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

## OUR STORY

### **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 <sup>(1)</sup>
- **Strong year-over-year growth**
  - FY2016 revenue increased 130% y/y
  - FY2016 same store sales increased 50% y/y
  - FY 2017 revenue trending towards 100% increase y/y
- **Attractive capital structure** (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
- Raised **\$3.6M** in equity capital in 2017 to date
- **Large acquisition pipeline** in a highly fragmented industry
- Operational **business model that is scalable** and provides **opportunities for margin expansion**

<sup>(1)</sup> Source: New Frontier Data



### **Company Contact**

**Darren Lampert**, Chief Executive Officer  
GrowGeneration Corp., Denver, CO  
Tel 800.935.8420 | [Darren@growgeneration.com](mailto:Darren@growgeneration.com)

### **Investor Relations**

**Brett Maas**, Managing Partner  
Hayden IR  
Tel 646.536.7331 | [brett@haydenir.com](mailto:brett@haydenir.com)