

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): April 20, 2018

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 80223  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (303) 386-4796

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 5 - Corporate Governance and Management

### Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 20, 2018, GrowGeneration Corp. (the "Company") held its 2017 Annual Meeting of Shareholders (the "Annual Meeting") in Denver, Colorado. The matters listed below were submitted to a vote of the shareholders. 51.51% of the Company's outstanding shares of common stock as of March 16, 2018, the record date, have voted either in person or via proxy. The final voting results are as follows:

**(1) To elect five directors to the Board of Directors of the Company to serve until the Company's 2018 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.**

Name of Nominee	FOR	% VOTED FOR	WITHHELD	% VOTED WITHHELD
Michael Salaman	9,745,135	98.86%	112,401	1.14%
Darren Lampert	9,759,964	99.01%	97,572	0.99%
Steven Aiello	8,423,374	85.45%	1,434,162	14.55%
Peter Rosenberg	9,676,881	98.17%	180,655	1.83%
Sean Stiefel	8,424,156	85.46%	1,433,380	14.54%

**(2) To approve and ratify the appointment of Connolly Grady & Cha LLP as the Company's independent registered public accounting firm to audit the Company's financial statements as of December 31, 2017 and for the fiscal year then ending.**

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
TOTAL SHARES VOTED	9,780,444	9,913	67,179	0

**(3) To approve and ratify the adoption of the Company's 2018 Equity Incentive Plan.**

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
TOTAL SHARES VOTED	9,353,474	112,978	391,084	0

## Section 7 – Regulation FD

### Item 7.01. Regulation FD Disclosure

On April 20, 2018, management of the Company gave presentations related to the business and performance of the Company at the Annual Meeting.

A copy of the presentation slides presented at the Annual Meeting is 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

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Presentation Slides, dated April 20, 2018</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: April 20, 2018

**GrowGeneration Corp.**

By: /s/ Darren Lampert  
Name: Darren Lampert  
Title: Chief Executive Officer



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

2017 Annual Shareholder Meeting

OTCQX: 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).*

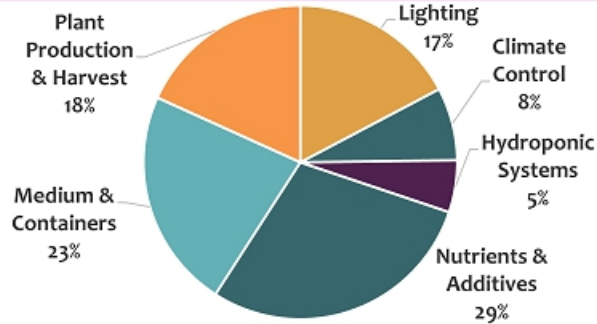
## Company Highlights

National coast to coast wholesale distributor of hydroponic grow supplies

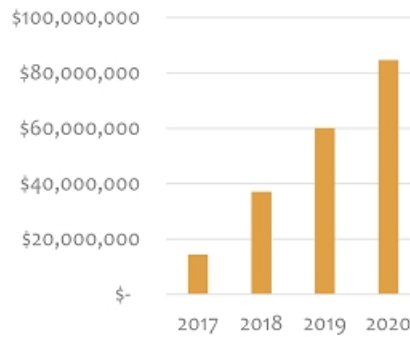
– Over 100% growth year over year with over \$20m in target acquisitions in 2018

- ~\$4.5bn highly fragmented market
- Serving **commercial cultivation** professionals
- Complementary **value-add consulting** and **product support**
- Over **10,000 SKUs**
- **18 operations** in 6 states

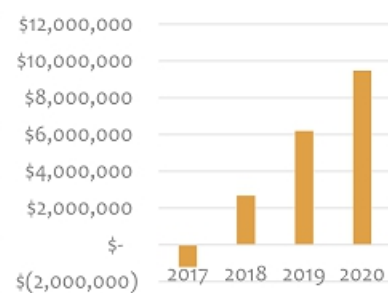
## 2017 net sales mix



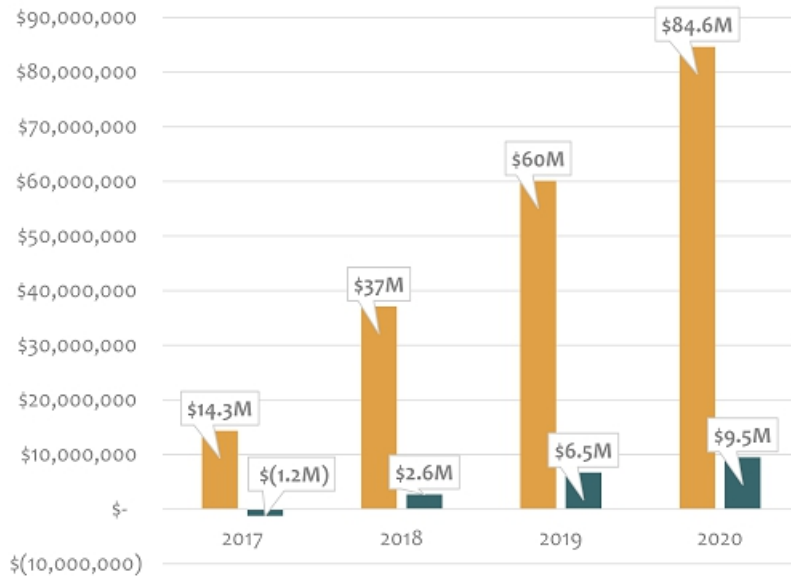
## projected net sales



## projected ebitda



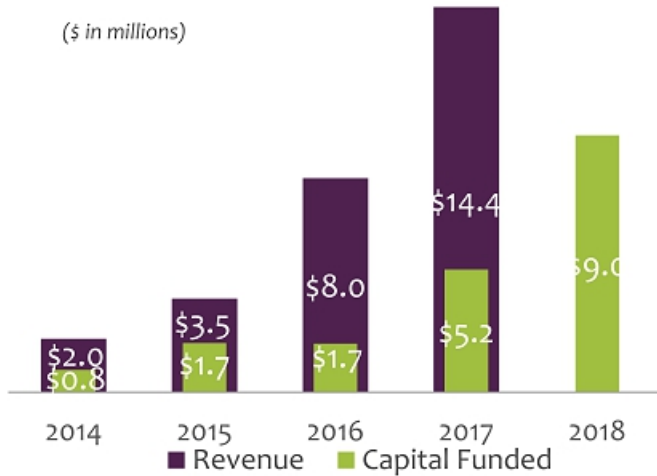
2017-2020 (Revenue and EBITDA in millions)



- Profitable q2 2018
- 165% y/y 2017-2018 rev. growth
- GPM 27-28%
- Net income 10-12% 2019-2020

18 operations across 6 markets, CO, CA, MI, NV, WA and RI capital raised to date has driven exponential revenue growth and strong balance sheet

## \$9M in Invested Capital Drove \$28.5M in Revenue for 2014-2017




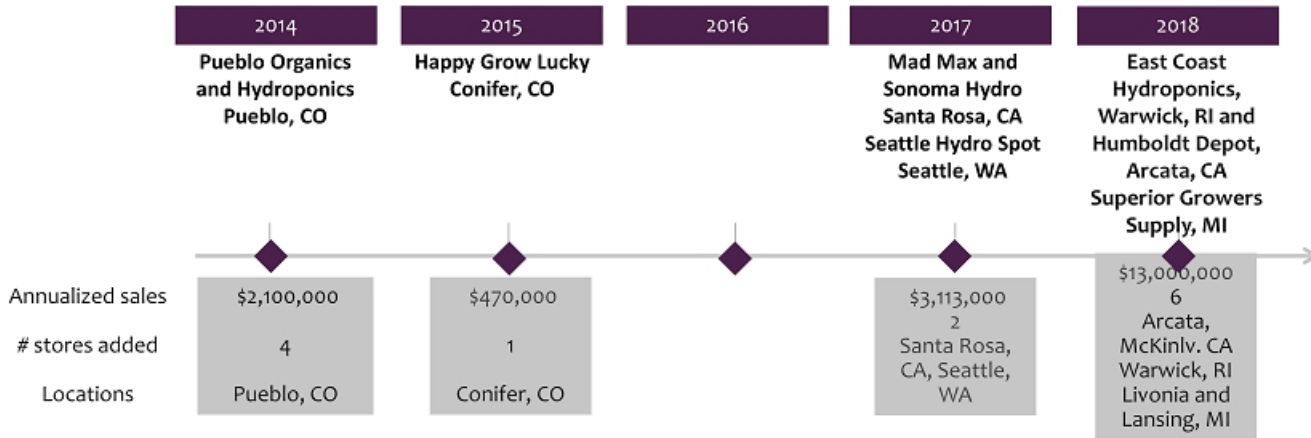
## Capital Structure

Stock Price <sup>1</sup>	\$4.31
Shares Outstanding <sup>1</sup>	19.3M
Warrants Outstanding <sup>1</sup>	3.5M
Stock Options Outstanding <sup>1</sup>	2.0M
Equity Market Cap <sup>1</sup>	\$83.3M
Debt <sup>1</sup>	\$8.2M
Cash <sup>1</sup>	\$8.4M
Enterprise Value <sup>1</sup>	\$83.1M

<sup>1</sup> as of April 17, 2018  
2017 projected



# Proven Robust Track Record of Acquisitions

- \$19m in acquisitions completed to date
- Our pipeline is deep and expanding
- GrowGen is the leading company in industry consolidation
- M and A team and strategy in place to execute acquisitions
- Acquisitions are accretive and present significant profit growth

### Year 2017

- Sales increased 80% 2017 over 2016
- Same Store Sales increased 43% 2017 over 2016
- Raised \$14.2M in equity capital(includes \$9m raise in Jan 2018)
- 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 3<sup>rd</sup> 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
- Opened Boulder, CO location
- Opened 2<sup>nd</sup> Las Vegas operation
- Hired Joe Prinzivalli as Chief Operating Officer
- Hired Monty Lamirato, as Chief Financial Officer



**Current New and Acquired Store Openings 2018**  
**Projected to Add Additional \$20M+ in annual Rev and \$3M+ net income**

- Humboldt Depot, Arcata, CA, 2 stores, closed 1<sup>st</sup> Q 2018  
\$4.0M in Rev., \$400k in net income
- East Coast Hydroponics, Warwick, R.I., largest hydro store on the East Coast  
\$5.0M in Rev., \$750k in net income , closed 1<sup>st</sup> Q 2018
- Additional acquisition target markets include SoCal, NorCal, OR, MI, and MA
- Superior Growers Supply, 3 store chain, founded in 1983. Locations include Livonia and West and South Lansing, MI  
\$4.0m in Rev., pro forma net income \$300,000, closed April, 2018

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

