

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): October 16, 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: **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 October 16, 2018, GrowGeneration Corp. (the “Company”) published a press release regarding its forming of a new subsidiary in Canada for the purpose of acquiring retail and wholesale equipment and grow supply companies servicing the Canadian cultivators.

A copy of the press release is attached hereto as Exhibit 99.1. The information contained herein and the exhibit attached hereto shall be deemed furnished and not filed.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated October 16, 2018

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: October 16, 2018

GrowGeneration Corp.

By: /s/ Michael Salaman

Name: Michael Salaman

Title: President

**GrowGeneration Forms GrowGeneration Canada
Plans to Acquire Canadian Grow Supply Companies and Go Public in Canada**

DENVER, Oct. 16, 2018 - GrowGeneration Corp. (OTCQX:GRWG), (“GrowGen USA” or the “Company”) one of the largest specialty retail hydroponic and organic gardening stores, selling to both the commercial and home cannabis markets, with currently 19 locations, today announced it is forming GrowGeneration Canada for the purpose of acquiring retail and wholesale equipment and grow supply companies servicing the Canadian cultivator. The Company will initially operate out of Ontario and British Columbia and plans to finance this entity and its acquisitions independently from GrowGen USA. The Company has begun discussions with several acquisition targets, expected to total over \$20M.

Darren Lampert, Co-Founder and CEO, said, “As part of our expansion and growth strategy, GrowGen USA identifies emerging markets, like Canada and sets a plan in place to offer cultivators a one-stop operation for all of their grow supply needs. With over 11M sq. ft. of cultivation in place, plus laws that include home growing and micro-cultivation licenses, makes Canada a great new market opportunity for us. GrowGen Canada will seek to acquire profitable wholesale and retail hydroponic and grow supply businesses and access the Canadian public markets to finance these targeted acquisitions. Following our USA model, GrowGen Canada will deploy a knowledge-based direct sales team, of “Grow Pros” that will offer our one-stop shopping solutions and consultative services to the Canadian cultivators.”

Canadian Market Overview

On October 17, 2018, Canada will become the largest country in the world to legalize cannabis. About **4.9 million** Canadians used cannabis and consumed more than **20 grams** of marijuana per person in 2017, spending a total **\$5.6 billion** on the product, according to estimates from Statistics Canada. Legal cannabis sales could reach **\$6.5 billion by 2020**, according to an estimate from CIBC analysts. In a report published last month, the analysts predicted cannabis sales could top sales of spirits, with the potential to yield **\$1 billion .63 per cent** of current cannabis users in Canada plan to make purchases at legal retailers, according to a survey commissioned by Deloitte that polled 1,500 Canadians. By the survey’s estimates, the legal cannabis market could generate **\$4.3 billion** in sales next year. The Deloitte survey also found cannabis users would be willing to pay **\$8.98** per gram through legal channels. The current average price per gram in the illegal market is **\$8.24** per gram. There will be an excise tax of **\$1** per gram or **10 per cent** of the retail price, whichever is greater. Provinces will take 75 per cent of the revenue, and the federal government will reap 25 per cent of the profit from this tax.

Key Market Metrics:

- Canada currently has 114 licensed cannabis producers and another 500 in the pipeline according to Health Canada.
- Facilities licensed by the Canadian government to cultivate cannabis, as of June surpassed, 11 million square feet (1 million square meters) for the first time, according to data shared by Health Canada.
- **Four** is the maximum number of home-grown marijuana plants allowed per household.
- Cultivation rules include micro-cultivation licenses for smaller growers who can cultivate on as little as 200 sq. meters of indoor, outdoor or greenhouse space.
- Cannabis consumption growth in Canada is expected to grow by 35%.

About GrowGeneration Corp.:

GrowGen USA owns and operates specialty retail hydroponic and organic gardening stores. Currently, GrowGen USA has 19 stores, which includes 6 locations in Colorado, 6 locations in California, 1 location in Las Vegas, 1 location in Washington, 3 locations in Michigan, 1 location in Rhode Island and 1 location in Oklahoma. GrowGen USA also operates an online superstore for cultivators, located at HeavyGardens.com. GrowGen USA carries and sells thousands of products, including organic nutrients and soils, advanced lighting technology and state of the art hydroponic equipment to be used indoors and outdoors by commercial and home growers. Our mission is to own and operate GrowGeneration branded stores in all the major legalized cannabis states in the U.S. and Canada. Management estimates that roughly 1,000 hydroponic stores are in operation in the U.S. By 2020 the market is estimated to reach over \$23 billion with a compound annual growth rate of 32%.

Forward Looking Statements:

This press release 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 release. 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.

Connect:

Website: www.GrowGeneration.com

Facebook: [GrowGenerationCorp](https://www.facebook.com/GrowGenerationCorp)

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