

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): March 11, 2020

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	GRWG	The NASDAQ Stock Market LLC

Section 5 – Corporate Governance and Management

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective as of March 11, 2020, the Board of Directors of GrowGeneration Corp. (the “Company”) approved amendments to Sections 4 and 6 of Article II of the Bylaws of the Company (as amended, the “Amended and Restated Bylaws”), respectively, to (i) allow the Company to fix a record date not exceeding 70 days preceding a meeting of stockholders, to be consistent with Section 7-107-107 of the Colorado Act, rather than 50 days as previously provided in the Bylaws; and (ii) require the Company to deliver notice of a meeting of stockholders not less than 10 days nor more than 60 days before the date of the meeting (except that, if the number of authorized shares is to be increased, at least 30 days’ notice shall be given), to be consistent with Section 7-107-105 of the Colorado Act, rather than no more than 50 days as previously provided in the Bylaws.

A copy of the Amended and Restated Bylaws is attached hereto as Exhibit 3(ii). The information contained herein and the exhibit attached herewith shall be deemed furnished and not filed.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3(ii)	Amended and Restated Bylaws of GrowGeneration Corp.

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: March 13, 2020

GrowGeneration Corp.

By: /s/ Darren Lampert

Name: Darren Lampert

Title: Chief Executive Officer

**AMENDED AND RESTATED BYLAWS
OF
GROWGENERATION CORP.**

**ARTICLE I
OFFICES**

Section 1. Offices:

The principal office of the Corporation shall be determined by the Board of Directors, and the Corporation shall have other offices at such places as the Board of Directors may from time to time determine.

**ARTICLE II
STOCKHOLDER'S MEETINGS**

Section 1. Place:

The place of stockholders' meetings shall be the principal office of the Corporation unless another location shall be determined and designated from time to time by the Board of Directors.

Section 2. Annual Meeting

The annual meeting of the stockholders of the Corporation for the election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year on a date to be determined by the Board of Directors.

Section 3. Special Meetings:

Special meetings of the stockholders for any purpose or purposes may be called by the President, the Board of Directors, or the holders of ten percent (10%) or more of all the shares entitled to vote at such meeting, by the giving of notice in writing as hereinafter described.

Section 4. Voting:

At all meetings of stockholders, voting may be viva voce; but any qualified voter may demand a stock vote, whereupon such vote shall be taken by ballot and the Secretary shall record the name of the stockholder voting, the number of shares voted, and, if such vote shall be by proxy, the name of the proxy holder. Voting may be in person or by proxy appointed in writing, manually signed by the stockholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided therein. One third of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

Each stockholder shall have such rights to vote as the Articles of Incorporation provide for each share of stock registered in his name on the books of the Corporation, except where the transfer books of the Corporation shall have been closed or a date shall have been fixed as a record date, not to exceed, in any case, seventy (70) days preceding the meeting, for the determination of stockholders entitled to vote. The Secretary of the Corporation shall make, at least ten (10) days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any stockholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting.

Section 5. Order of Business:

The order of business at any meeting of stockholders shall be as follows:

1. Calling the meeting to order.
2. Calling of roll.
3. Proof of notice of meeting.
4. Report of the Secretary of the stock represented at the meeting and the existence or lack of a quorum.
5. Reading of minutes of last previous meeting and disposal of any unapproved minutes.
6. Reports of officers.
7. Reports of committees.
8. Election of directors, if appropriate.
9. Unfinished business.
10. New business.
11. Adjournment.
12. To the extent that these Bylaws do not apply, Roberts' Rules of Order shall prevail.

Section 6. Notices:

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting (except that, if the number of authorized shares is to be increased, at least thirty (30) days' notice shall be given), either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 7. Quorum:

A quorum at any annual or special meeting shall consist of the representation in person or by proxy of one-third in number of shares of the outstanding capital stock of the Corporation entitled to vote at such meeting. In the event a quorum not be present, the meeting may be adjourned by those present for a period not to exceed sixty (60) days at any one adjournment; and no further notice of the meeting or its adjournment shall be required. The stockholders entitled to vote, present either in person or by proxy at such adjourned meeting, shall, if equal to a majority of the shares entitled to vote at the meeting, constitute a quorum, and the votes of a majority of those present in numbers of shares entitled to vote shall be deemed the act of the shareholders at such adjourned meeting.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Organization and Powers:

The Board of Directors shall constitute the policy-making or legislative authority of the Corporation. Management of the affairs, property, and business of the Corporation shall be vested in the Board of Directors, which shall consist of not less than one nor more than ten members, who shall be elected at the annual meeting of stockholders by a plurality vote for a term of one (1) year, and shall hold office until their successors are elected and qualify. The number of directors shall be established from time-to-time by a resolution of the directors. Directors need not be stockholders. Directors shall have all powers with respect to the management, control, and determination of policies of the Corporation that are not limited by these Bylaws, the Articles of Incorporation, or by statute, and the enumeration of any power shall not be considered a limitation thereof.

Section 2. Vacancies:

Any vacancy in the Board of Directors, however caused or created, shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, or at a special meeting of the stockholders called for that purpose. The directors elected to fill vacancies shall hold office for the unexpired term and until their successors are elected and qualify.

Section 3. Regular Meetings:

A regular meeting of the Board of Directors shall be held, without other notice than this Bylaw, immediately after and at the same place as the annual meeting of stockholders or any special meeting of stockholders at which a director or directors shall have been elected. The Board of Directors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings:

Special meetings of the Board of Directors may be held at the principal office of the Corporation, or such other place as may be fixed by resolution of the Board of Directors for such purpose, at any time on call of the President or of any member of the Board, or may be held at any time and place without notice, by unanimous written consent of all the members, or with the presence and participation of all members at such meeting. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called, constituted, and held.

Section 5. Notices:

Notices of both regular and special meetings, save when held by unanimous consent or participation, shall be mailed by the Secretary to each member of the Board not less than three (3) days before any such meeting and notices of special meetings may state the purposes thereof. No failure or irregularity of notice of any regular meeting shall invalidate such meeting or any proceeding thereat.

Section 6. Quorum and Manner of Acting:

A quorum for any meeting of the Board of Directors shall be a majority of the Board of Directors as then constituted. Any act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action of such majority, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other members of the Board, shall always be as valid and effective in all respects as if otherwise duly taken by the Board of Directors.

Section 7. Executive Committee:

The Board of Directors may by resolution of a majority of the Board designate two (2) or more directors to constitute an executive committee, which committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation; but the designation of such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or him by law.

Section 8. Order of Business:

The order of business at any regular or special meeting of the Board of Directors, unless otherwise prescribed for any meeting by the Board, shall be as follows:

1. Reading and disposal of any unapproved minutes.
2. Reports of officers and committees.
3. Unfinished business.
4. New business.
5. Adjournment.
6. To the extent that these Bylaws do not apply, Roberts' Rules of Order shall prevail.

**ARTICLE IV
OFFICERS**

Section 1. Titles:

The officers of the Corporation shall consist of a Chief Executive Officer, Chairman of the Board, President, one or more Vice Presidents, a Secretary, and a Chief Financial Officer or Treasurer, who shall be elected by the directors at their first meeting following the annual meeting of stockholders. Such officers shall hold office until removed by the Board of Directors or until their successors are elected and qualify. The Board of Directors may appoint from time to time such other officers as it deems desirable who shall serve during such terms as may be fixed by the Board at a duly held meeting. The Board, by resolution, shall specify the titles, duties and responsibilities of such officers.

Section 2. Chairman of the Board

Subject to the control of the board of directors, the Chairman of the Board be an officer and shall cause to be called in accordance with these By-laws and shall preside at meetings of stockholders and of the board of directors. He shall present at each annual meeting of the stockholders and each regular meeting of the board of directors a report of the condition of the business of the corporation. Subject to the control of the board of directors, he shall appoint and remove, employ and discharge, and fix the compensation of all servants, agents, employees and clerks of the corporation other than its officers. He shall sign and execute contracts in the name and on behalf of the corporation when the board of directors shall have so authorized and directed him to do so, either generally or in special instances. He shall see that the books, reports, statements and certificates required by law are properly kept, made and filed. He may sign certificates of stock. He shall perform such other duties as are incidental to his office or properly required of him by the board of directors.

Section 2. Chief Executive Officer:

The Chief Executive Officer shall be generally vested with the power of the chief executive officer of the Corporation and shall have general supervision, direction and control of the business and affairs of the Corporation. Subject to the Board of Directors, the Chief Executive Officer shall be the final arbiter in all differences among the officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as among the officers of the Corporation. The Chief Executive Officer shall countersign all certificates, contracts, and other instruments of the Corporation as authorized by the Board of Directors or required by law. He shall make reports to the Board of Directors and stockholders and shall perform such other duties and services as may be required of him from time to time by the Board of Directors.

Section 3. President:

Subject to the control of the Board of Directors and the Chief Executive Officer, the President of the Corporation shall be generally vested with such powers and duties as the Chief Executive Officer of the Corporation may assign from time to time. The President of the Corporation shall have the authority to countersign all certificates, contracts, and other instruments of the Corporation as authorized by the Board of Directors or the Chief Executive Officer or as required by law. The President shall make reports to the Chief Executive Officer, the Board of Directors and the stockholders and shall perform such other duties and services as may be required of him from time to time by the Board of Directors.

Section 4. Vice President:

The Vice President shall perform all the duties of the President if the President is absent or for any other reason is unable to perform his duties and shall have such other duties as the Board of Directors shall authorize or direct.

Section 5. Secretary:

The Secretary shall issue notices of all meetings of stockholders and directors, shall keep minutes of all such meetings, and shall record all proceedings. He shall have custody and control of the corporate records and books, excluding the books of account, together with the corporate seal. He shall make such reports and perform such other duties as may be consistent with his office or as may be required of him from time to time by the Board of Directors.

Section 6. Chief Financial Officer or Treasurer:

The Chief Financial Officer or Treasurer shall have custody of all moneys and securities of the Corporation and shall have supervision over the regular books of account. He shall deposit all moneys, securities, and other valuable effects of the Corporation in such banks and depositories as the Board of Directors may designate and shall disburse the funds of the Corporation in payment of just debts and demands against the Corporation, or as they may be ordered by the Board of Directors, shall render such account of his transactions as may be required of him by the President or the Board of Directors from time to time and shall otherwise perform such duties as may be required of him by the Board of Directors.

Section 7. Vacancies or Absences:

If a vacancy in any office arises in any manner, the directors then in office may choose, by a majority vote, a successor to hold office for the unexpired term of the officer. If any officer shall be absent or unable for any reason to perform his duties, the Board of Directors, to the extent not otherwise inconsistent with these Bylaws, may direct that the duties of such officer during such absence or inability shall be performed by such other officer or subordinate officer as seems advisable to the Board.

ARTICLE V
STOCK

Section 1. Regulations:

The Board of Directors shall have power and authority to take all such rules and regulations as they deem expedient concerning the issue, transfer, and registration of certificates for shares of the capital stock of the Corporation. The Board of Directors may appoint a Transfer Agent and/or a Registrar and may require all stock certificates to bear the signature of such Transfer Agent and/or Registrar.

Section 2. Restrictions on Stock:

The Board of Directors may restrict any stock issued by giving the Corporation or any stockholder "first right of refusal to purchase" the stock, by making the stock redeemable or by restricting the transfer of the stock, under such terms and in such manner as the directors may deem necessary and as are not inconsistent with the Articles of Incorporation or by statute. Any stock so restricted must carry a stamped legend setting out the restriction or conspicuously noting the restriction and stating where it may be found in the records of the Corporation.

ARTICLE VI
DIVIDENDS AND FINANCES

Section 1. Dividends:

Dividends may be declared by the directors and paid out of any funds legally available therefore, as may be deemed advisable from time to time by the Board of Directors of the Corporation. Before declaring any dividends, the Board of Directors may set aside out of net profits or earned or other surplus such sums as the Board may think proper as a reserve fund to meet contingencies or for other purposes deemed proper and to the best interests of the Corporation.

Section 2. Monies:

The monies, securities, and other valuable effects of the Corporation shall be deposited in the name of the Corporation in such banks or trust companies as the Board of Directors shall designate and shall be drawn out or removed only as may be authorized by the Board of Directors from time to time.

Section 3. Fiscal Year:

The Board of Directors by resolution shall determine the fiscal year of the Corporation.

**ARTICLE VII
AMENDMENTS**

These Bylaws may be altered, amended, or repealed by the Board of Directors by resolution of a majority of the Board.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any and all of its directors or officers, or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor and the personal representatives of all such persons, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they, or any of them, were made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or person shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of any duty owed to the Corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, independently of this Article, by law, under any Bylaw agreement, vote of stockholders, or otherwise.

**ARTICLE IX
CONFLICTS OF INTEREST**

No contract or other transaction of the Corporation with any other persons, firms or corporations, or in which the Corporation is interested, shall be affected or invalidated by the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or by the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction.

**SECRETARY'S CERTIFICATE OF ADOPTION OF BYLAWS
OF
GROWGENERATION CORP.**

I, the undersigned, do hereby certify:

1. That I am the Secretary of GrowGeneration Corp., a Colorado corporation.

2. That, pursuant to Colorado Revised Statutes §§7-102-105 and 7-102-106, the foregoing Amended and Restated Bylaws constitute the Bylaws of said corporation as adopted by the Board of Directors effective as of March 11, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 11th day of March, 2020.

/s/ Monty Lamirato

Monty Lamirato, Secretary