

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

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**GrowGeneration Corp.**  
(Exact Name of Registrant as Specified in Its Charter)

**Colorado**  
(State or other jurisdiction of  
incorporation or organization)

**5200**  
(Primary Standard Industrial  
Classification Code Number)

**46-5008129**  
(I.R.S. Employer  
Identification Number)

930 W 7th Ave, Suite A  
Denver, Colorado 80204  
Telephone: 800-935-8420  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Darren Lampert  
Chief Executive Officer  
GrowGeneration Corp.  
930 W 7th Ave, Suite A  
Denver, Colorado 80204  
Telephone: 800-935-8420  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

**Copies to:**

Mitchell Lampert, Esq.  
Robinson & Cole LLP  
1055 Washington Boulevard  
Stamford, CT 06901  
Telephone: (203) 462-7559  
Fax: (203) 462-7599

Stuart Bressman  
Rupa Briggs  
White & Case LLP  
1221 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 819-8200  
Fax: (212) 354-8113

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File No. 333-239058)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided in Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Securities to be Registered</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee(1)</b>
Common Stock, \$0.001 par value per share	\$ 8,050,000	\$ 1,044.89

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- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$40,250,000 on a Registration Statement on Form S-1 (File No. 333-239058), which was declared effective by the Securities and Exchange Commission on June 29, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$8,050,000 is hereby registered, which includes the additional shares that the underwriters have the option to purchase, solely to cover over-allotments, if any.
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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, GrowGeneration Corp. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-239058) (the “Prior Registration Statement”), which the Registrant filed with the Commission on June 10, 2020, and which the Commission declared effective on June 29, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares of common stock to be offered by the Registrant in the public offering by \$8,050,000, which includes additional shares that the underwriters have the option to purchase, solely to cover over-allotments, if any. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#"><u>Opinion of Andrew I. Telsey, P.C..</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm, Connolly Grady &amp; Cha, P.C.</u></a>
23.2	<a href="#"><u>Consent of Andrew I. Telsey, P.C. (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-239058), filed with the Commission on June 10, 2020 and incorporated herein by reference).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 29th day of June, 2020.

**GROWGENERATION CORP.**

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

By:           /s/ Monty Lamirato            
Name: Monty Lamirato  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Person</b>	<b>Title</b>	<b>Date</b>
<u>          /s/ Darren Lampert          </u> Darren Lampert	Chief Executive Officer and Director (Principal Executive Officer)	June 29, 2020
<u>          /s/ Monty Lamirato          </u> Monty Lamirato	Chief Financial Officer (Principal Financial and Accounting Officer)	June 29, 2020
<u>          /s/ Michael Salaman          </u> Michael Salaman	President and Director	June 29, 2020
<u>          *                                  </u> Stephen Aiello	Director	June 29, 2020
<u>          *                                  </u> Sean Stiefel	Director	June 29, 2020
<u>          *                                  </u> Paul Ciasullo	Director	June 29, 2020

\*By:           /s/ Darren Lampert            
          Darren Lampert  
          Attorney-in-fact

Andrew I. Telsey, P.C. Attorney at Law

12835 E. Arapahoe Road, Tower One, Penthouse #803, Centennial, Colorado 80112  
Telephone: 303/768-9221 • Facsimile: 303/768-9224 • E-Mail: andrew@telsey.com

June 29, 2020

Board of Directors  
GrowGeneration Corp.  
930 W 7th Ave, Suite A  
Denver, Colorado 80204

**Re: GrowGeneration Corp.  
Registration Statement on Form S-1**

Ladies and Gentlemen:

We have acted as special legal counsel in the state of Colorado to GrowGeneration Corp. (the "Company"), a Colorado corporation, in connection with its Registration Statement on Form S-1 (the "Registration Statement"), including a related prospectus included in the Registration Statement (the "Prospectus") filed with the Securities and Exchange Commission on June 10, 2020 and as subsequently amended thereafter, and a registration statement on Form S-1 related thereto (the "462(b) Registration Statement" and, together with the Registration Statement, the "Registration Statements") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), together covering the registration of an aggregate offering by the Company of up to \$48,300,000 of shares of the Company's common stock, \$0.001 par value ("Common Stock"), including the underwriters' over-allotment option to purchase up to \$6,300,000 of shares of Common Stock (collectively, the "Shares"). The term "Shares" shall include any additional shares of Common Stock registered by the Company pursuant to Rule 462(b) under the Securities Act in connection with the offering contemplated by the Registration Statements.

This opinion is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

We have examined originals or certified copies of such corporate records, certificates of officers of the Company and/or public officials and such other documents and have made such other factual and legal investigations as we have deemed relevant and necessary as the basis for the opinions set forth below. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as conformed or photostatic copies and the authenticity of the originals of such copies.

Based upon our foregoing examination, subject to the assumptions stated above and relying on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been validly authorized by the requisite corporate action in accordance with the general requirements of corporation law. The aforesaid securities are validly authorized, and when sold and issued against payment therefore in accordance with the Registration Statements and the Prospectus, will be validly issued, fully paid and non-assessable in accordance with the general requirements of Colorado corporation law, including the statutory provisions, all applicable provisions of the Colorado Constitution and reported judicial decisions interpreting those laws, and the issuance and sale of the Common Stock (i) are in conformity with the Company's then operative certificate of incorporation and bylaws, and (ii) do not result in a default under or breach of any agreement or instrument binding upon the Company and comply with any applicable requirement or restriction imposed by any court or governmental body having jurisdiction over the Company.

We are qualified to practice law only in the State of Colorado. We are not qualified and do not express any opinion herein as to the laws of any other jurisdiction, except the federal laws of the United States.

We hereby consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and to the use our name under the heading "Legal Matters" in the Registration Statement, including the Prospectus or any supplement to the Prospectus, constituting a part thereof, as originally filed or subsequently amended. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Securities and Exchange Commission.

Yours truly,

ANDREW I. TELSEY, P.C.

/s/ ANDREW I. TELSEY



**Connolly, Grady & Cha, P.C.**

Certified Public Accountants

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the use in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, with the Securities and Exchange Commission of our report dated March 27, 2020 on the financial statements of GrowGeneration Corp. and its subsidiaries, and the references to us under the heading "Experts".

*Connolly, Grady + Cha, P.C.*

Springfield, Pennsylvania  
Date: June 29, 2020

Member of the American Institute of Certified Public Accountants,  
Public Company Accounting Oversight Board, and Pennsylvania Institute of Certified Public Accountants

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