

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): August 25, 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.)

930 W 7th Ave, Suite A
Denver, Colorado 80204
(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.

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 8 – Other Events

Item 8.01. Other Events

On or about August 23, 2020, The Schall Law Firm (“Schall”) posted numerous statements through AccessWire regarding GrowGeneration Corp. (the “Company”) and an article written by Hindenburg Research, to which the Company responded through its counsel advising Schall that the statements are false, misleading and defamatory.

A copy of the Company’s response is attached hereto as Exhibit 99.1.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to The Schall Law Firm, dated August 25, 2020

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: August 25, 2020

GrowGeneration Corp.

By: /s/ Darren Lampert

Name: Darren Lampert

Title: Chief Executive Officer



GREGORY S. TAMKIN
(303) 629-3438
tamkin.greg@dorsey.com

August 25, 2020

Via E-mail:

Brian Schall
The Schall Law Firm
1880 Century Park East, Suite 404
Los Angeles, California 90067
(310)-301-3335
brian@schallfirm.com

Re: **GrowGeneration Corp.**

Dear Mr. Schall:

Dorsey & Whitney LLP represents GrowGeneration Corp. (“GrowGen”). I am contacting you in connection with the defamatory postings your firm, The Schall Law Firm (“Schall”), paid to post concerning GrowGen on the AccessWire on or about August 23, 2020. The information posted, including the information posted to your website, has created the false impression of wrongful conduct by GrowGen, its officers and directors. GrowGen has and continues to suffer harm as a result of your actions. Demand is hereby made to retract the information posted, to take all steps necessary to remove the content from the Internet, and to cease and desist from publishing further defamatory information about GrowGen or any of its officers and directors.

Based on our research, Schall has created numerous “SHAREHOLDER ACTION NOTICES”, “INVESTIGATION ALERTS”, and “IMPORTANT INVESTOR ALERTS” and posted them on AccessWire, asserting that it is investigating potential securities violations and fraud claims involving numerous companies to date. Some examples posted on your website as of August 24, 2020 include GrowGen, Blink Charging Co., Genius Brands International, Inc., Qutoutiao, Inc., Alteryx, Inc., and several others. This content, disguised as a “press release,” has then been picked up and re-posted on various financial sites. In other words, Schall by intentionally titling this content as a “press release”, intended and has knowledge that its postings will be re-posted on nationally known websites associated with following the performance of publicly traded companies.

On or about August 23rd, Schall posted a similar generic “SHAREHOLDER ACTION NOTICE” on AccessWire regarding GrowGen, stating that its “investigation focuses on whether [GrowGen] issued false and/or misleading statements and/or failed to disclose information pertinent to its investors.” A similar post, this time titled “IMPORTANT INVESTOR ALERT”, was made on or about August 24th. As with Schall’s prior posts, the content was picked up by at least half a dozen sites, including Business Wire, AP News, Yahoo!, Market Watch, The Wall Street Journal, and so on. Each of these sites posted the “SHAREHOLDER ACTION NOTICE” and/or “INVESTOR ALERTS”. This conduct and the statements made were defamatory.

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As you should be aware, in California, defamation is actionable when a false and unprivileged communication is published without authorization and causes injury or constitutes defamation per se. *Barnes-Hind, Inc. v. Superior Court*, 181 Cal. App. 3d 377, 387 (Cal. App. 1986). A corporation can be libeled by statements which injure its business reputation. *Id.* at 382 (citations omitted). While Schall may argue that its publication on AccessWire of an alleged investigation by Schall into GrowGen’s “false and/or misleading statements and/or fail[ure] to disclose information pertinent to its investors” is a protected expression of opinion, rather than fact, it is clear that the statement is, at a minimum, considered a mixed opinion actionable under California law. Indeed, when a statement “is made which is based upon facts regarding the plaintiff or his conduct that have not been stated in the article or assumed to exist by the parties to the communication,” and the statement “implies that a concealed or undisclosed set of defamatory facts would confirm his opinion,” the communicator is subject to liability. *Krinsky v. Doe 6*, 159 Cal. App. 4th 1154, 1175 (Cal. App. 2008). “The court considers all of the circumstances surrounding the statement, including the medium by which the statement is disseminated and the audience to which it is published.” *Id.* (quoting *Hoch v. Rissman, Weisberg, Barrett*, 742 So.2d 451, 460 (Fla. Dist. Ct. App. 1999)).

Schall’s posting did not then recite any facts supporting the alleged fraud or misrepresentations committed by GrowGen, but implied that the allegations were based upon facts undisclosed to the recipient of the statement. The only disclosed information was an alleged summary of a report by Hindenburg Research. However, the Hindenburg report (i) did not recite any facts concerning false and/or misleading statements and/or failure by GrowGen to disclose information pertinent to its investors; or (ii) indicate that management or the company had committed any fraudulent conduct. In any event, the posting referenced an August 20th publication of the report, when in fact, the report was supposedly disseminated on August 21st. This raises concerns about whether Schall had previous knowledge of the report.

Finally, the “SHAREHOLDER ACTION NOTICE” explains that “[t]he class in this case has not yet been certified” and invites shareholders “who suffered a loss” to “click here to participate”, when in fact, there is no existing lawsuit and nothing to join or participate. The fact that Schall has indicated that a lawsuit exists is false and misleading. See *e.g. Kahn v. Bower*, 232 Cal. App. 3d 1599, 1607 (Cal. App. 1991) (falsity is shown when “fact finder could conclude that the published statements imply a provable false factual assertion”).

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In this case, the harm has been caused in both California and GrowGen's principal place of business and state of incorporation, Colorado. The law set forth above is generally the same in Colorado. *See Sall v. Barber*, 782 P.2d 1216, 1219 (Colo. App. 1989) (opinion actionable "if it implies the allegation of undisclosed defamatory facts as the basis for the opinion" and "[w]hen a statement of opinion is actionable, the action arises not from the opinion itself, but rather from 'the false assertion, implied or explicit, that the speaker is privy to certain facts, unknown to this general audience, which are supportive of the opinion and detrimental to the person about whom the opinion is expressed'"); *Reddick v. Craig*, 719 P.2d 340, 344 (Colo. App. 1985) (recognizing that "an opinion which implies the existence of undisclosed false facts is not permitted" and that "[o]pinions may lose their constitutional protection when 'the average reader or listener or viewer perceived the comment as essentially assertion of fact, in light of the relative specificity of the language used and the relative insufficiency of the connection of such language to supporting fact'"); *Burns v. McGraw-Hill Broadcasting Co.*, 659 P.2d 1351, 1360 (Colo. 1983) ("Even if the statement could be characterized as an opinion, it will support a defamation action if the language is defamatory and the underlying defamatory facts which provide a basis for the opinion are false and are not disclosed in the context of the broadcast."). Under either jurisdiction, Schall's statement is actionable as defamatory.

Schall has intentionally and recklessly caused significant and irreparable harm to GrowGen, its officers and directors by publishing defamatory statements. GrowGen hereby demands that Schall immediately retract and take all other action necessary to remove its defamatory postings concerning GrowGen on AccessWire and elsewhere. We expect confirmation that such steps have been completed within three (3) days of this letter. Our client reserves all rights.

Sincerely,

/s/ Gregory S. Tamkin

Gregory S. Tamkin
