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): January 12, 2021

GROWGENERATION CORP

(Exact Name of Registrant as Specified in its Charter)

333-207889

46-5008129

Colorado (State or other Jurisdiction of Incorporation)

(Commission File Number)

(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 *(ee 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 \boxtimes

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 7 – Regulation FD

Item 7.01. Regulation FD Disclosure

On January 12, 2021, GrowGeneration Corp. presented to institutional investorsat the Virtual ICR Conference 2021.

A copy of the presentation is attached hereto as Exhibit 99.1. The information contained in this Current Report on Form 8-K (including the exhibit) is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit No. Descriptio	ion
99.1 Virtual ICI	CR Conference 2021 Presentation of January 12, 2021

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: January 12, 2021

GrowGeneration Corp.

By:/s/ Darren LampertName:Darren LampertTitle:Chief Executive Officer





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, and on our website, at: www.growgeneration.com.

GROWGENERATION AT A GLANCE



- Founded: 2014, public since 2016
- Ticker: GRWG (NASDAQ)
- Headquarters: Denver, CO
- **FY 2020 Revenue:** \$192.0M (+140% YoY)
- **2021 Revenue Guidance:** \$335M-\$350M
- 2021 EBITDA Guidance: \$38M-\$40M
- Total Employees: 435 (as of 1/1/2021)

Business Overview

- The largest chain of Hydroponic Garden Centers in USA, 39 locations in 11 states
 Multi- sales channels serving both the B2C and B2B grower
 - Full-service product and solution offerings for MSO'S, commercial growers and
 - growers of all sizes
- $-\,$ Majority of the stores also function as warehouse, distribution and fulfillment centers
- Largest selection of Hydroponic products and network of Gro Pro specialists
- Operate e-commerce store; developing into omnichannel sales approach for all locations
- Strategy: expand reach via organic growth, same store sales and investing in expanding our supply chain through store openings and acquisitions

Key Products



Nutrients &

Additives

WHERE THE PROS GO TO GROW



Lighting



Growing

Media



Environmental Controls

WHO WE ARE & WHAT WE DO



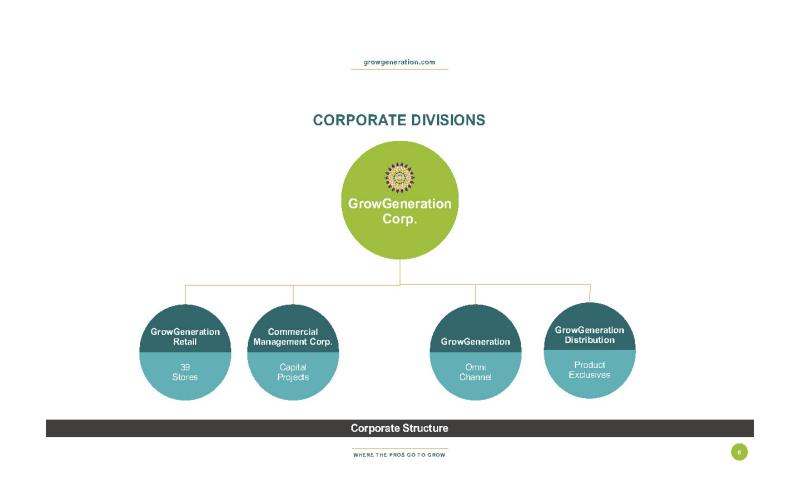
KEY PERFORMANCE EXECUTABLES FOR 2021-2022

growgeneration.com

2020 STORE ACQUISITIONS + \$100M Revenue SAME TARGET FOR 2021	Over 55+ Garden Centers in 2021 in 6 new markets (ORGANIC GROWTH)		2020 REVENUE \$192M up from \$80M in 2019 CONTINUE SAME GROWTH TRAJECTORY		
SAME STORE SALES SAME STORE SALES FOR Q4 2020 FY 2020 UP 58% UP 63% DOUBLE DIGIT GROWTH IN 2020	COMMERCIAL SALES ~\$25M per quarter GOAL: \$100M in 2021		E-COMMERCE SALES UP: 2020: \$10M 2021: \$20M		
OMNI CHANNEL: GROWGEN.PRO WHETE BUT SA A LEFT	k up in store	PROPRIETARY AND EXCLUSIVE PRODUCTS 10% of overall revenue in 2021			

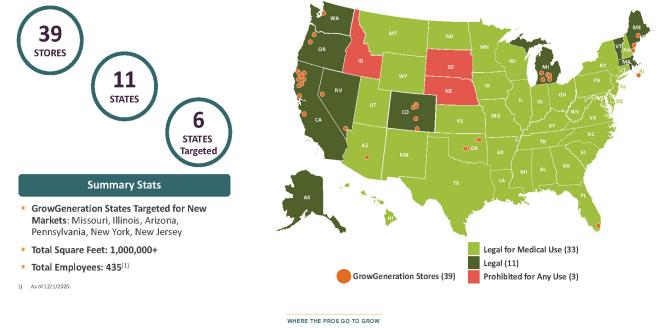
Fueling Growth: Plan to \$500M+ Revenue

WHERE THE PROS GO TO GROW



STRATEGICALLY LOCATED STORES

Large footprint across the US strategically positioned to execute on the large and growing cannabis / hemp and organic markets



GROW GENERATION LOCATIONS: LIVONIA, MI



Midway Between Downtown Detroit and Ann Arbor

GROW GENERATION LOCATIONS: TULSA & OKLAHOMA CITY, OK



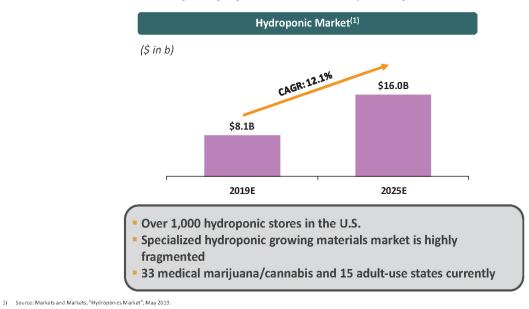
Four Locations in Oklahoma's Two Largest Cities

WHERE THE PROS GO TO GROW

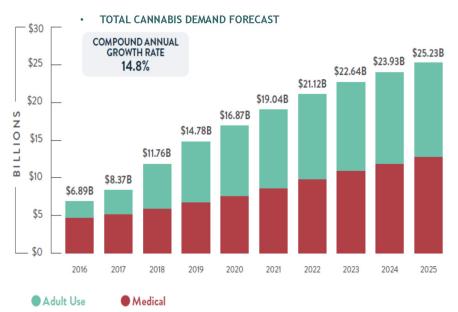
growing great and small scale!"

U.S. HYDROPONIC MARKET SIZE & LANDSCAPE

GrowGeneration is poised to expand alongside the large and growing legalized cannabis / hemp and organic markets



WHERE THE PROS GO TO GROW



U.S. CANNABIS MARKET OVERVIEW(2)

GROWTH OF LEGAL MEDICAL & RECREATIONAL USE CANNABIS SALES

- U.S. Cannabis market is projected to reach \$25 billion by 2025
- Assuming that there are no changes to the current legal structure (15 adult use states, 33 medical states, 16 cannabis concentrates only states), and no additional states legalizing medical or recreational uses.

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Source: New Frontier Data

CANNABIS DRIVING HYDROPONICS

<u>Consumer</u> ✓Robust cannabis category growth

driven by perpetuating

favorability

demographic and regulatory

✓Mid to high-single digit growth

served by indoor production

✓ Most popular form of consumption is

dried flower (~50% of U.S. sales) best

✓ Category showcased resilience during

COVID- 19 even with pressure on lower

Regulations

- ✓Expansion of U.S. state system
- ✓U.S. state regulators generally favor more competition for adult use systems
- ✓ Cannabis largely during COVID-19 deemed essential with all cultivation deemed essential
- ✓Many U.S. states have ownership limitations and have blocked M&A as well as creative arrangements increase position
- ✓Regulators favor strict testing requirements for cannabis, favoring indoor operations

Investment behind Cultivation

- ✓ Small scale indoor production of cannabis is optimal for adhering to tight regulations and creating consistent product
- ✓ Cultivation facilities offer attractive payback returns predicated on selling all product
- ✓ Fragmented environment of U.S. operators
- ✓Unbridled enthusiasm for investing behind cannabis cultivation/production to create the "Insert Iconic Consumer Brand Here" of Cannabis

Source: Company reports, Headset, and State reports

income consumers

WHERE THE PROS GO TO GROW

NOVEMBER 2020 BALLOT REFERENDUMS: ALL SUCCESSFUL

State	Measure(s)	Vote	Adult Population (21+)	Notes
Arizona	Proposition 207 - Marijuana Legalization Initiative	Adult Use	5.3 mm	
Mississippi	 Initiative 65 – Medical Marijuana Amendment Alternative 65A – Medical Marijuana Amendment 	Medical Use	2.1 mm	 Voters first voted yes or no on medical marijuana then chose between a liberal system (Initiative 65) and restrictive alternative (Initiative 65A) proposed by legislature with latter providing medical marijuana only in certain incidences.
New Jersey	Public Question 1 - Marijuana Legalization Initiative	Adult Use	6.6 mm	
Montana	 CI-118 - Allow for a Legal Age for Marijuana Amendment I-190 - the Marijuana Legalization and Tax Initiative 	Adult Use	0.8 mm	 First ballot initiative establishes a minimum age, while second is vote to introduce commercial adult use system.
South Dakota	 Initiated Measure 26 -the Medical Marijuana Initiative Constitutional Amendment A, the Marijuana Legalization Initiative 	Adult Use and Medical Use	0.6 mm	First time two systems on same ballot.

Source: State reports and U.S. Census Bureau

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WHERE THE PROS GO TO GROW

POTENTIAL U.S. FEDERAL CANNABIS REFORM

Full Legalization		Executive Branch	Legislative Branch	Judicial Branch	
	Full Legalization of Cannabis FDA Guidelines Allow Category to Flourish				
	Full Legalization of Cannabis FDA Creates Onerous Regulations Making FDA Approved Cannabis impractical	Complicated process through Executive branch.	Can be achieved Legislatively.	Commerce Clause – State systems have competitive advantage	
	STATES ACT – assurances to states and operators	Has to approve legislation from Congress.	Can be achieved Legislatively.		
Assurances of non- intervention	SAFE Act – assurances to financial institutions	Has to approve legislation from Congress.	Can be achieved Legislatively.		
	Extension or Expansion of Rohrabacher-Farr (cannot use DOJ proceeds to prosecute state licensed industry)	Has to approve legislation from Congress.	Can be achieved Legislatively.		
	Unified Policy from Justice Department (akin to Cole Memo)	Full Discretion.	NA	The U.S. Supreme Court has upheld	
	Amendments to 280E – removing tax penalties specifically for cannabis	Has to approve legislation from Congress.	Can be achieved Legislatively.	the federal government's authority to enforce	
Industry	Updated FinCen Guidance – reduced red tape for state licensed cannabis businesses	Full Discretion.	NA	federal cannabis Iaw.	
Accommodations	Decriminalization of Personal Use/Expungement	Full discretion through enforcement priorities.	Can be achieved Legislatively.		

Our outlook suggests the U.S. state licensed system will endure and continue build entrenched constituencies, suggesting difficulty in achieving full federal cannabis reform. Source: U.S. Congress and Strife estimates

WHERE THE PROS GO TO GROW

DIVERSE CUSTOMER BASE IS GROUNDED BY COMMERCIAL CUSTOMERS

GrowGeneration serves a diversified customer base mainly composed of commercial customers in the large and growing legalized cannabis / hemp and organic markets

Customer Overview

- GrowGeneration serves both commercial growers and consumer growers in the hydroponic growing market with expertise in providing premium quality products for the cannabis, hemp and organic industries
- Significant portion of customers are commercial customers who need consumable products on a recurring basis as well as capex products to meet project needs



Commercial Customer Overview

- Commercial growers include some of the largest hydroponic growers and typically need consumables, lighting, growing media and controls for their operations
- Commercial growers drive recurring consumable sales and large, one-time project builds
- Consumables drive ~60% recurring sales and draw customers to buy additional products to improve grow facilities
- GrowPro staff assist and offer commercial growers hydroponic solutions and growing suggestions



THE COMMERCIAL REVENUE STORY DRIVES PREDICTABLE, RECURRING SALES AND LONG-TERM GROWTH

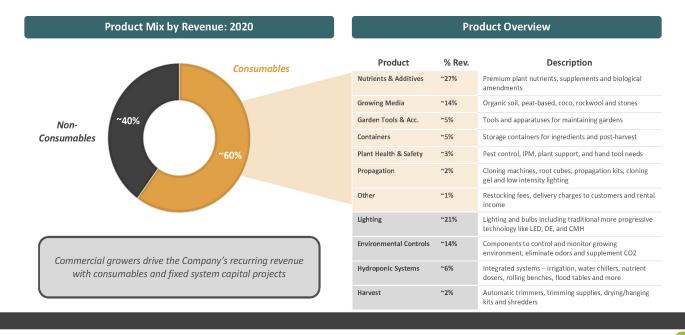
Customer Focus

- GrowGeneration supports both commercial growers and at-home retail growers
- Commercial growers buy products that are critical to any capex build in order to increase yields, lower production costs, and generally increase the efficiency of any commercial cultivation facility
- Commercial team is comprised of individuals that provide a unique set of skills and expertise to clients
- Each team member has several years of growing experience and knowledge
- At home retail growers rely on our guidance and expertise to maximize their growing experience



1) Overall revenue includes commercial and non-commercial.

ROBUST PRODUCT MIX PROVIDES RECURRING REVENUE



WHERE THE PROS GO TO GROW



BIG OPPORTUNITY IN PRIVATE LABEL PRODUCTS



Exclusively distributed by GrowGeneration

WHERE THE PROS GO TO GROW

BRANDS WE CURRENTLY OWN:

2021 STRATEGY IS TO GENERATE 10% OF REVENUE TO PRIVATE LABEL OFFERING AT A GREATER THAN 50 BASIS-POINT MARGIN



WHERE THE PROS GO TO GROW

MARKETING & BRANDING

Out of Home – Billboard

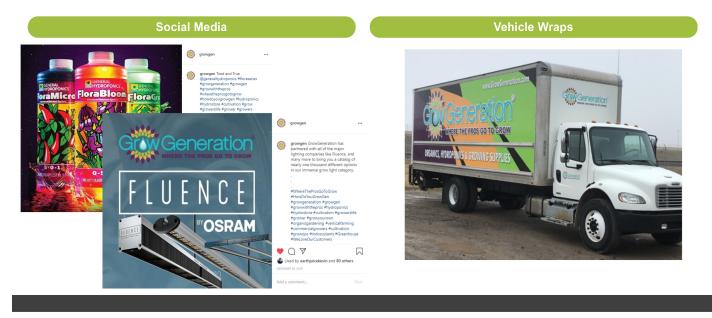
In-Store Merchandising

Trade Shows



WHERE THE PROS GO TO GROW

MARKETING & BRANDING

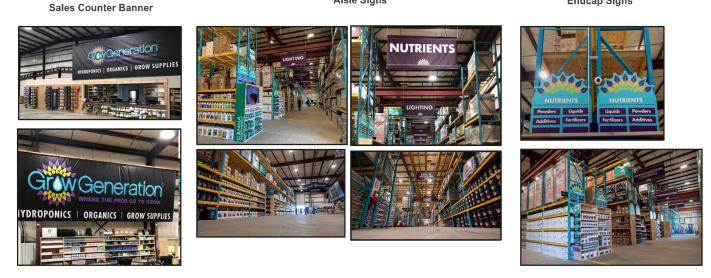


WHERE THE PROS GO TO GROW

INTERIOR BRANDING

Aisle Signs

Endcap Signs



WHERE THE PROS GO TO GROW

GROWPRO WEBSITE

growgeneration.com

OMNI CHANNEL APPROACH THAT SEEKS TO PROVIDE CUSTOMERS WITH A SEAMLESS ONLINE SHOPPING EXPERIENCE



www.GrowGen.Pro

WHERE THE PROS GO TO GROW

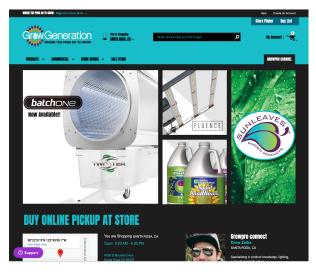
OMNI CHANNEL - NEW WEBSITE

WHERE THE PROS GO TO GROW

MULTICHANNEL SALES PLATFORM DRIVING ALL SALES TRAFFIC TO: <u>WWW.GROWGENERATION.COM</u>

Key Site Metrics

- 2020 Sales \$10M vs \$4.8M for 2019
- Unique site visitors: 152,000 per month
- Customer Acquisition Cost: \$30
- Average Order Amount: \$651
- Buy Online Pickup in Store (BOPIS)
- ERP Integration
- Real-time inventory
- Store locator & pricing
- · B2B tools /Commercial quotes
- · Reduce costs with operational efficiencies
- Boost Customer Loyalty

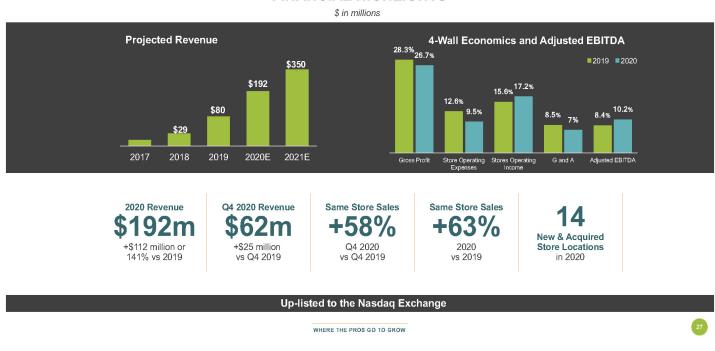




KEY STATS¹



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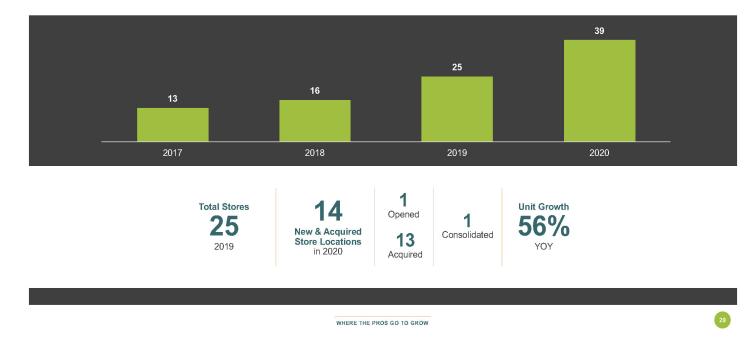
FINANCIAL HIGHLIGHTS



WHERE THE PROS GO TO GROW

STORE UNIT GROWTH 2017-2020

growgeneration.com





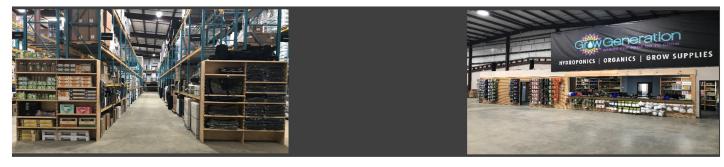
SAME STORE SALES



WHERE THE PROS GO TO GROW



ACQUISITIONS VS. NEW STORE OPENING



- Existing Store Acquisition Warwick, RI
 - 2019 revenues of \$8 million
 - Total cost of acquisition, \$2.4 million
 - Acquisition multiple, 2.7 times TTM EBITDA
 - Payback period expected to be less than 2.25 years
- New Store Opening Example
 - 10,000 sq. ft. (New OKC location)
 - Racking/fixtures/buildout/vehicles ~ \$250K
 - Initial Inventory ~ \$700K
 - \$500K/month in revenue run rate
 - Payback period approximately 1.5 year

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EXPERIENCED LEADERSHIP TEAM AND ADVISORS



ANALYSTS COVERAGE AND CONSENSUS

Full Year 2020										
		Research	Ad	justed					Tgt	
Broker	Analyst	Date	EE	BITDA	Prev Est	Revenue	Prev Est	P	rice*	Rating'
Guidance (Low)	FY	-	\$	19.00		\$ 185.00				
Guidance (High)	FY	-	\$	20.00		\$ 190.00				
Consensus - Factset		11/24/20	\$	20.40		\$ 191.40				Buy
Consensus - Bloomberg		11/24/20	\$	-		\$ 191.43				
Consensus		11/24/20	\$	19.41	\$ 17.79	\$ 191.43	\$177.86	\$	36.29	
Stifel Nicolaus	W. Andrew Carter	12/15/20	\$	21.00	\$ 20.90	\$ 198.00	\$190.00	\$	40.00	Buy
Alliance Global Partners	Aaron Grey	12/21/20	\$	21.70	\$ 20.90	\$ 197.50	\$190.30	\$	45.00	Buy
Ladenburg Thalmann & Co	Glenn G. Mattson	11/12/20	\$	20.10	\$ 17.40	\$ 189.80	\$175.00	\$	27.00	Buy
Lake Street Capital Markets	Mark Smith	12/15/20	\$	19.90	\$ 17.70	\$ 191.20	\$172.60	\$	40.00	Buy
Roth Capital Partners	Scott Fortune	11/12/20	\$	20.20	\$ 17.70	\$ 190.10	\$179.20	\$	27.00	Buy
Craig Hallum Capital Group	Eric Des Lauriers	11/12/20	\$	19.60	\$ 16.50	\$ 187.00	\$171.20	\$	35.00	Buy
Oppenheimer	Brian Nagel	11/20/20	\$	13.40	\$ 13.40	\$ 186.40	\$166.70	\$	40.00	Buy







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