

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): April 23, 2024

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.)

5619 DTC Parkway, Suite 900
Greenwood Village, CO 80111
(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 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Paul Ciasullo, a member of the Board of Directors of GrowGeneration Corp. (the “Company”), notified the Company of his retirement and resignation from the Company’s Board of Directors (the “Board”), effective April 23, 2024. Mr. Ciasullo’s resignation was not due to any disagreement with the Company or the Board on any matter relating to the Company’s operations, policies, or practices.

To fill the vacancy created by Mr. Ciasullo’s retirement, Starlett (Star) Carter has been appointed to the Board, effective April 25, 2024. Ms. Carter will serve as an independent director on the Board and sit on the Audit, Compensation, and Nominating and Corporate Governance committees.

There are no arrangements or understandings between Ms. Carter and any other person pursuant to which Ms. Carter was selected as a director, and there are no transactions in which the Company is a party and in which Ms. Carter has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

Section 7 – Regulation FD Disclosure

Item 7.01. Regulation FD Disclosure

On April 25, 2024, the Company published a press release regarding the resignation of Mr. Ciasullo as a member of the Board of Directors and the appointment of Ms. Carter as a member of the Board of Directors.

A copy of the press release 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.	Description
99.1	Press release dated April 25, 2024
104	Cover Page Interactive Data File, formatted XBRL Document

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: April 25, 2024

GrowGeneration Corp.

By: /s/ Darren Lampert

Name: Darren Lampert

Title: Chief Executive Officer



GrowGeneration Announces Change to Board of Directors

Star Carter is Appointed to the Board of Directors Following Paul Ciasullo's Retirement

DENVER – (BUSINESS WIRE) – GrowGeneration Corp. (NASDAQ: GRWG) (“GrowGen” or the “Company”), one of the largest retailers and distributors of specialty hydroponic and organic gardening products in the United States, today announced that Paul Ciasullo is retiring and therefore resigning from the Company’s Board of Directors (the “Board”), effective April 23, 2024. In conjunction with this announcement, Starlett (Star) Carter has been appointed to the Board, effective April 25, 2024, to fill the vacancy created by Mr. Ciasullo’s retirement. Ms. Carter will serve as an independent director on the Board and sit on the Audit, Compensation, and Nominating and Corporate Governance committees.

Darren Lampert, GrowGeneration’s Co-Founder, Chief Executive Officer, and Chairman of the Board, said, “On behalf of the Board of Directors and the GrowGen management team, we would like to thank Paul for the dedication, insight, and expertise he contributed to the Board and the Company during his tenure. We wish him well in his future endeavors.”

Mr. Lampert continued, “We are excited to announce Star’s appointment to the Board of Directors and believe that she will be a valuable asset to the Company as we continue to position ourselves to take advantage of the tremendous, long-term, profitable growth opportunity for both indoor and outdoor hydroponics and organic gardening. She has deep, multi-functional expertise across legal and risk management and operations and growth planning. In addition, she has significant experience in championing corporate culture in the workplace and helping companies design and build effective leadership teams. We are pleased to welcome her and look forward to the insight and expertise she will bring to the Company.”

Ms. Carter commented, “I am excited and honored to be joining the GrowGeneration Board of Directors. With the current financial and market position of the Company and a sharp, seasoned management team and Board of Directors at the helm, I believe the Company is well-positioned for profitable growth. I look forward to contributing my insight and expertise to the Company’s continuing success.”

Ms. Carter is currently a Leadership Advisor and Consultant at Egon Zehnder in Dallas, Texas. Previously, she served on the Board of Directors of Kanarys, Inc. from 2018 to 2022 and was a member of the Board of Directors of Legal Aid Texas from 2013 to 2022, including acting as Chair of the Board of Directors from 2017 to 2019 and serving on the Audit and Finance Committee and the Nomination Committee. Ms. Carter earned a Bachelor of Business Administration in Marketing from The University of Texas at Austin and a Juris Doctor from Harvard Law School. She has received several awards and recognitions, including being named to Inc. Magazine's Top 100 Female Founders in 2021, AfroTech's 31 Influential Black Women Who Accomplished Famous Firsts to Make History in 2021, and Entrepreneur Magazine's Top 100 Most Powerful Women in 2020.

About GrowGeneration Corp.

GrowGen is a leading developer, marketer, retailer, and distributor of products for both indoor and outdoor hydroponic and organic gardening, as well as customized storage solutions. GrowGen carries and sells thousands of products, such as nutrients, additives, growing media, lighting, environmental control systems, and benching and racking, including proprietary brands such as Charcoir, Drip Hydro, Power Si, Ion lights, The Harvest Company, and more. Incorporated in Colorado in 2014, GrowGen is the largest chain of specialty retail hydroponic and organic garden centers in the United States. The Company also operates an online superstore for cultivators at growgeneration.com, as well as a wholesale business for resellers, HRG Distribution, and a benching, racking, and storage solutions business, Mobile Media or MMI.

Investor Contact

ICR, Inc. GrowGenIR@icrinc.com