

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Stiefel Sean			2. Issuer Name and Ticker or Trading Symbol GrowGeneration Corp. [GRWG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/15/2021					
28 REICHERT CIRCLE								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing Check Applicable Line <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
WESTPORT, CT 06880								
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/15/2021		X		166,667 <u>(1)</u>	A	\$ 0.35	394,213	I	See Footnotes <u>(1)</u> <u>(3)</u>
Common Stock	04/15/2021		X		112,903 <u>(1)</u>	A	\$ 3.5	507,116	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	04/15/2021		S <u>(2)</u>		8,305 <u>(2)</u>	D	\$ 47.58	498,811	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	04/15/2021		J		0 <u>(3)</u>	A <u>(3)</u>	\$ 0	111,252	D <u>(3)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$ 0.35	04/15/2021		X		166,667	05/09/2018	05/09/2021	Common Stock	166,667	\$ 0	0	I	See Footnote <u>(1)</u>
Warrant	\$ 3.5	04/15/2021		X		112,903	06/04/2019	06/04/2022	Common Stock	112,903	\$ 0	0	I	See Footnote <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stiefel Sean 28 REICHERT CIRCLE WESTPORT, CT 06880	X			

Signatures

/s/ Sean Stiefel
Signature of Reporting Person

04/16/2021
Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Sean Stiefel (the "Reporting Person") is a manager and Chief Executive Officer of Navy Capital Green Management, LLC ("NCG") and a manager of Navy Capital Green Management Partners, LLC ("NCGMP"). NCGMP is the general partner of Navy Capital Green Fund, LP (the "Fund"). NCG is the investment manager of the Fund. This Form 4 is being filed by the

- (1) Reporting Person as a result of (i) cash exercise by the Fund of warrants to purchase shares of Common Stock, and (ii) cashless exercise by the Fund of warrants to purchase shares of Common Stock. The amount of 498,811 in Table I reflects the aggregate amount of Common Stock held by the Fund directly after giving effect to the exercise of the warrants requiring the filing of this statement.
- (2) On April 15, 2021, the Fund exercised a warrant to purchase 112,903 shares of Issuer's common stock for \$3.50 a share. The Fund paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 8,305 of the warrant shares to pay the exercise price and issuing to the Fund the remaining 104,598 shares.
- (3) Following the warrant exercises by the Fund of warrants owned to purchase shares of Common Stock of the Issuer, the Reporting Person indirectly owns a total of 498,811 shares of Common Stock held by the Fund, and directly owns 111,252 shares of Common Stock.

Remarks:

The number of derivative securities owned after the transactions reported in column 9 of Table II above includes only warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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