

FORM 4

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

OMB APPROVAL	
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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) 05/12/2020		
747 THIRD AVENUE, 35TH FLOOR			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
(Street)					
NEW YORK, NY 10017					
(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							971,094	I	See Footnotes (1)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Option	\$ 4.63	05/12/2020		A		16,666	(2)	05/12/2020	05/11/2025	Common Stock	16,666	\$ 4.63	518,010	D	
Common Stock Option	\$ 4.63	05/12/2020		A		16,667	(2)	05/12/2021	05/11/2025	Common Stock	16,667	\$ 4.63	534,677	D	
Common Stock Option	\$ 4.63	05/12/2020		A		16,667	(2)	05/12/2022	05/11/2025	Common Stock	16,667	\$ 4.63	551,344	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stiefel Sean 747 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017	X			

Signatures

/s/ Sean Stiefel	05/20/2020
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

- 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") and Navy Capital Green Co-Invest Partners, LLC ("NCGCP"). NCGMP is the general partner of Navy Capital Green Fund, LP (the "Fund"). NCGMP is the managing member of Navy Capital Green Co-Invest Fund, LLC (the "Co-Invest Fund"). NCG is the investment manager of the Fund and the Co-Invest Fund. The shares include 777,546 shares of common stock held by the Fund, and 193,548 shares of common stock held by the Co-Invest Fund.
- (1) On May 12, 2020, the Issuer issued to the Reporting Person 5-year options to purchase 50,000 shares of common stock, at an exercise price of \$4.63/share. One-third of the options vested as of the date of the issuance, one-third will vest as of the first anniversary of the issuance and the remaining one-third as of the second anniversary.
- (2)

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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