

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* Lampert Darren		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 checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2021		
24 ORCHARD DRIVE			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) ARMONK, NY 10504					
(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	05/14/2021		M		126,730 (1)	A	\$ 1.76	1,150,118	D	
Common Stock	05/17/2021		M		16,667 (2)	A	\$ 3.59	1,166,785	D	
Common Stock	05/17/2021		M		16,666 (2)	A	\$ 2.96	1,183,451	D	
Common Stock	05/17/2021		M		93,219 (2)	A	\$ 4.1	1,276,670	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to purchase common stock	\$ 1.76	05/14/2021		M		42,244 (1)		09/22/2017	09/22/2022	Common Stock	44,445 (1)	\$ 0	0	D	
Option to purchase common stock	\$ 1.76	05/14/2021		M		42,243 (1)		09/22/2018	09/22/2022	Common Stock	44,445 (1)	\$ 0	0	D	
Option to purchase common stock	\$ 1.76	05/14/2021		M		42,243 (1)		09/22/2019	09/22/2022	Common Stock	44,445 (1)	\$ 0	0	D	
Option to purchase common stock	\$ 3.59	05/17/2021		M		8,334 (2)		10/23/2018	10/23/2023	Common Stock	8,334	\$ 0	0	D	

Option to purchase common stock	\$ 3.59	05/17/2021		M		8,333 (2)	10/23/2019	10/23/2023	Common Stock	8,333	\$ 0	0	D
Option to purchase common stock	\$ 2.96	05/17/2021		M		16,666 (2)	03/26/2019	03/26/2024	Common Stock	16,666	\$ 0	0	D
Option to purchase common stock	\$ 4.1	05/17/2021		M		93,219 (2)	01/01/2020	06/19/2024	Common Stock	93,219	\$ 0	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lampert Darren 24 ORCHARD DRIVE ARMONK, NY 10504	X		CEO	

Signatures

/s/ Darren Lampert	05/17/2021
**Signature of Reporting Person	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).

- (1) 126,730 shares of common stock were issued pursuant to a cashless exercise of 133,335 stock options by the Reporting Person on May 14, 2021.
- (2) Shares of common stock were issued pursuant to cash exercises of stock options by the Reporting Person on May 17, 2021

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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