

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person *<br><u>Sanders Gregory Kevin</u><br><br>(Last) (First) (Middle)<br>C/O GROWGENERATION CORP.<br>5619 DTC PARKWAY, SUITE 900<br><br>(Street)<br>GREENWOOD CO 80111<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>GrowGeneration Corp. [ GRWG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br>Chief Financial Officer |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/06/2022                      |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  |

**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                    | 12/06/2022                           |  | A                              |   | 7,351 <sup>(1)</sup>  | A          | \$5.11 | 13,913  | D  |   |
| Common Stock                    | 12/15/2022                           |  | A                              |   | 2,666 <sup>(2)</sup>  | A          | \$5.4  | 16,579  | D  |   |
| Common Stock                    | 12/15/2022                           |  | A                              |   | 10,664 <sup>(3)</sup>   | A          | \$5.4  | 27,243  | D  |   |

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Common Stock Option                        | \$3.84   | 12/06/2022                           |  | M                              |   | 20,000 <sup>(1)</sup>  |     | 08/16/2018   | 02/16/2023      | Common Stock  | \$5.11                                     | 20,000 <sup>(4)</sup>  | D   |  |

**Explanation of Responses:**

- On December 6, 2022, 7,351 shares were issued by the Issuer pursuant to a cashless exercise by the Reporting Person to purchase 20,000 shares of common stock.
- Pursuant to a restricted stock unit award agreement dated January 5, 2022, the Reporting Person was granted 15,000 restricted stock units, which will vest in four equal installments of 3,750 restricted stock units on each December 15 following the grant date. The first installment vested on December 15, 2022, of which 1,084 shares were withheld by the Issuer to satisfy the applicable tax withholding obligation and 2,666 shares of common stock were issued to the Reporting Person.
- Pursuant to a restricted stock unit award agreement dated August 9, 2022, the Reporting Person was granted 90,000 restricted stock units, which will vest in six equal installments of 15,000 restricted stock units on each December 15 and June 15 following the grant date. The first installment vested on December 15, 2022, of which 4,336 shares of common stock were withheld by the Issuer to satisfy the applicable tax withholding obligation and 10,664 shares of common stock were issued to the Reporting Person.
- Other than the options exercised on December 6, 2022, the Reporting Person also owns another option to purchase 20,000 shares of common stock at an exercise price of \$3.84/share.

Gregory Sanders 02/14/2022  
 \*\* Signature of Reporting Person Date

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

\* 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).

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

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 Number.