

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Toler William Douglas</u> (Last) (First) (Middle) 202 SAN MATEO DRIVE (Street) BONITA FL 34134 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HYDROFARM HOLDINGS GROUP, INC. [HYFM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2022	
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, \$0.0001 par value per share	03/04/2022		P		16,000 ⁽¹⁾	A	\$14.67	1,541,831	D	
Common Stock, \$0.0001 par value per share	03/08/2022		P		5,000 ⁽²⁾	A	\$13.06	1,546,831	D	
Common Stock, \$0.0001 par value per share	03/09/2022		P		4,000	A	\$14.27	1,550,831	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					

Explanation of Responses:

- The price reflects the average purchase price of the shares of common stock purchased. These shares of common stock were purchased in multiple transactions at prices ranging from \$14.66 to \$14.7254 per share. Mr. Toler undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of common stock purchased on each date.
- The price reflects the average purchase price of the shares of common stock purchased. These shares of common stock were purchased in multiple transactions at prices ranging from \$13.04 to \$13.0899 per share. Mr. Toler undertakes to provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares of common stock purchased on each date.

/s/ Jeffrey Cohan, Power of Attorney For: William Douglas Toler 03/14/2022

** 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.