

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Hydrofarm Holdings Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5191
(Primary Standard Industrial
Classification Code Number)

81-4895761
(IRS Employer
Identification No.)

290 Canal Road
Fairless Hills, Pennsylvania 19030
(707) 765-9990

(Name, address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Cogency Global Inc.
850 New Burton Road, Suite 201
Dover, Delaware 19904 (800) 483-1140
(800) 483-1140

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Kenneth R. Koch, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
Chrysler Center, 666 Third Avenue
New York, New York 10017
Tel: (212) 935-3000

Byron B. Rooney, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Tel: (212) - 450-4000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-255510

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 under the Securities Exchange Act of 1934:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee⁽³⁾
Common stock, par value \$0.0001 per share	926,861	\$59.00	\$54,684,799	\$5,966.12

(1) Represents only the additional number of shares of common stock being registered pursuant to this Registration Statement, which includes 120,894 additional shares of common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (File No. 333-255510).

(2) Based on the public offering price.

(3) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$273,424,000 on the Registration Statement on Form S-1, as amended (File No. 333-255510), which was declared effective by the Securities and Exchange Commission on April 28, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$54,684,799 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Hydrofarm Holdings Group, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-255510) (the “Prior Registration Statement”), which the Commission declared effective on April 28, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 926,861 shares the number of shares of its common stock, par value \$0.0001 per share, to be offered in the public offering, which includes additional shares that the underwriters have the option to purchase. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Description

- [5.1](#) [Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.](#)
- [23.1](#) [Consent of Deloitte & Touche LLP, independent registered public accounting firm.](#)
- [23.2](#) [Consent of MNP, LLP, independent registered public accounting firm.](#)
- [23.3](#) [Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. \(included in Exhibit 5.1\).](#)
- [24.1](#) [Power of Attorney \(included on the signature page of the Registration Statement on Form S-1, as amended \(File No. 333-255510\), originally filed with the Commission on April 26, 2021 and incorporated herein by reference\).*](#)

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Petaluma, California, on the day of April 28, 2021.

Hydrofarm Holdings Group, Inc.

/s/ William Toler

William Toler
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ William Toler _____ William Toler	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	April 28, 2021
* _____ B. John Lindeman	Chief Financial Officer (Principal Financial and Accounting Officer)	April 28, 2021
* _____ Susan Peters	Director	April 28, 2021
* _____ Patrick Chung	Director	April 28, 2021
* _____ Renah Persofsky	Director	April 28, 2021
* _____ Richard D. Moss	Director	April 28, 2021
* _____ Melisa Denis	Director	April 28, 2021

* By: /s/ William Toler

Name: William Toler
Title: Attorney-in-fact



Chrysler Center
666 Third Avenue
New York, NY 10017
212-935-3000
www.mintz.com

April 28, 2021

Hydrofarm Holdings Group, Inc.
290 Canal Road
Fairless Hills, Pennsylvania 19030

Ladies and Gentlemen:

We have acted as legal counsel to Hydrofarm Holdings Group, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing with the Securities and Exchange Commission (the “Commission”) of a Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”) (the “462(b) Registration Statement”), relating to that certain Registration Statement (File No. 333-255510) on Form S-1 (the “Initial Registration Statement”), pursuant to which the Company is registering the offering for sale under the Securities Act of 1933, as amended (the “Securities Act”), of an aggregate of an additional 926,861 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), including 120,894 shares of Common Stock subject to the underwriters’ option to purchase additional shares.

The Shares are to be sold by the Company pursuant to an underwriting agreement (the “Underwriting Agreement”) to be entered into by and among the Company and J.P. Morgan Securities LLC and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters to be named therein. The form of the Underwriting Agreement has been filed as Exhibit 1.1 to the Initial Registration Statement. This opinion is being rendered in connection with the filing of the 462(b) Registration Statement with the Commission. All capitalized terms used herein and not otherwise defined shall have the respective meanings given to them in the Initial Registration Statement.

In connection with this opinion, we have examined the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and the form of the Underwriting Agreement; such other records of the corporate proceedings of the Company and certificates of the Company’s officers as we have deemed relevant; the Initial Registration Statement and the exhibits thereto; and the 462(b) Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

Boston	London	Los Angeles	New York	San Diego	San Francisco	Washington
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.						

Our opinion is limited to the General Corporation Law of the State of Delaware and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

Based upon the foregoing, we are of the opinion that the Shares, when issued and sold in accordance with the form of the Underwriting Agreement most recently filed as an exhibit to the Initial Registration Statement and the prospectus that forms a part of the Initial Registration Statement, will be validly issued, fully paid and non-assessable.

We understand that you wish to file this opinion with the Commission as an exhibit to the 462(b) Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act and to reference the firm's name under the caption "Legal Matters" in the prospectus which is incorporated by reference in the 462(b) Registration Statement, and we hereby consent thereto. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 30, 2021 relating to the consolidated financial statements of Hydrofarm Holdings Group, Inc. and subsidiaries, appearing in the Annual Report on Form 10-K of Hydrofarm Holdings Group, Inc. for the year ended December 31, 2020 which is incorporated by reference in Registration Statement No. 333-255510 on Form S-1 of Hydrofarm Holdings Group, Inc. (the "Prior Registration Statement"). We also consent to the reference to us under the heading "Experts" that is incorporated by reference from the Prior Registration Statement.

/s/ Deloitte & Touche LLP

San Francisco, California

April 28, 2021



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, of our auditor's report dated May 10, 2019 (December 1, 2020 as to the effects of the reverse stock split discussed in Note 1) with respect to the consolidated financial statements of Hydrofarm Holdings Group, Inc. (the "Company") for the year ended December 31, 2018, incorporated by reference in the Registration Statement (No. 333-255510), as amended (the "Prior Registration Statement").

We also consent to the reference to us under the caption "Experts" in such Prior Registration Statement.

MNP LLP

Chartered Professional Accountants

Licensed Public Accountants

April 28, 2021

Toronto, Canada
