SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

Toler William Douglas

(Last)	(First)	(Middle)

202 SAN MATEO DRIVE

(Street)

BONITA SPRINGS   FL   34134

(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

HYDROFARM HOLDINGS GROUP, INC. [HYFM]

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

X   Officer (give title below)   Other (specify below)

CEO and Chairman of the Board

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	01/12/2021		F		148,085[1]	D	$20[2]	1,723,877	D	
Common Stock	01/12/2021		F		37,935[3]	D	$54.15[2]	1,685,942	D	
Common Stock	02/03/2021		F		22,684[4]	D	$52.58[2]	1,663,258	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares withheld to satisfy tax withholding obligation applicable to the vesting of 452,563 stock-settled restricted stock units ("RSUs"), which may be settled, on a 1-for-1 basis, only in shares of common stock. Fractional amounts have been rounded to the nearest whole number.

2. The reported price in Column 4 is a weighted average sale price.

3. Shares withheld to satisfy tax withholding obligation applicable to the vesting of 103,443 stock-settled RSUs, which may be settled, on a 1-for-1 basis, only in shares of common stock. Fractional amounts have been rounded to the nearest whole number.

4. Shares withheld to satisfy tax withholding obligation applicable to the vesting of 64,652 stock-settled RSUs, which may be settled, on a 1-for-1 basis, only in shares of common stock. Fractional amounts have been rounded to the nearest whole number.

/s/ Amanda Navarro, Power of Attorney For: William Toler   02/05/2021

** 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.