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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 12, 2026

Hydrofarm Holdings Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-39773**	**81-4895761**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

1510 Main Street
Shoemakersville, PA 19555

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(707) 765-9990**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	HYFM	Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

Item 8.01 Other Events

As previously disclosed, on April 1, 2026, Hydrofarm Holdings Group, Inc. (the “Company”) received a letter from the Listing Qualifications Department (the “Staff”) of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it did not meet the $2.5 million minimum stockholders’ equity requirement for continued listing on The Nasdaq Capital Market, as set forth in Nasdaq Listing Rule 5550(b)(1) (the “Equity Rule”).

As also previously disclosed, on October 27, 2026, the Company completed a registered direct offering and concurrent private placement of its securities and the termination of its senior secured term loan under its Credit and Guaranty Agreement, dated as of October 25, 2021, as described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on October 27, 2026.

On November 12, 2026, the Company issued a press release announcing that on November 9, 2026, the Company received a letter from Nasdaq’s Office of General Counsel confirming that the Company has regained compliance with the Equity Rule. The Company remains subject to a Mandatory Panel Monitor, as that term is defined in Nasdaq Listing Rule 5815(d)(4)(B), for a period of one year, through November 9, 2027. If during that period the Company fails to satisfy the Equity Rule, the Company will not be provided with the opportunity to submit a compliance plan to the Staff. Rather, the Company would be issued a delist notice, which it could then appeal to a Nasdaq Hearings Panel (the “Panel”). The hearing request would stay any further delisting action by the Staff at least until such hearing is held and any extension that may be granted by the Panel has expired. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company intends to monitor its stockholders’ equity and its compliance with the other Nasdaq continued listing requirements, including the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2), and to take such actions as may be necessary to regain or maintain compliance. However, there can be no assurance that the Company will be able to maintain compliance with the Equity Rule or regain or maintain compliance with any other Nasdaq Listing Rule.

Forward-Looking Statements

This Current Report on Form 8-K contains "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by words such as "believe," "expect," "intend," "anticipate," "plan," "will," "project," "potential" and similar expressions. They include, among others, statements regarding: the Company’s ability to maintain compliance with the Equity Rule or regain or maintain compliance with any other Nasdaq continued listing requirements and the continued listing of the Company’s common stock on Nasdaq. These statements are based on management's current expectations and assumptions. They are subject to risks and uncertainties that could cause actual results to differ materially, including: the Company’s ability to maintain stockholders’ equity above the level required by the Equity Rule, to satisfy the minimum bid price requirement and other Nasdaq continued listing standards, to maintain and preserve liquidity, and to access additional sources of capital, and the other factors described under "Risk Factors" in the Company's Annual Report on Form 10-K and subsequent periodic reports, filed with the SEC. Forward-looking statements speak only as of the date of this release, and the Company undertakes no obligation to update them except as required by law.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release of Hydrofarm Holdings Group, Inc. dated November 12, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hydrofarm Holdings Group, Inc.

Date: November 12, 2026

By: /s/ William Toler

Name: William Toler

Title: Chief Executive Officer & Chairman of the Board of Directors
(Principal Executive Officer)

Exhibit 99.1

Nasdaq Confirms Hydrofarm's Compliance with Stockholders' Equity Requirement

Confirmation follows the Company's elimination of $109 million of debt on October 27, 2026

SHOEMAKERSVILLE, Pa., November 12, 2026 — Hydrofarm Holdings Group, Inc. ("Hydrofarm" or the "Company") (Nasdaq: HYFM) today announced that it has received confirmation from The Nasdaq Stock Market LLC ("Nasdaq") by letter dated November 9, 2026, that the Company has regained compliance with Nasdaq Listing Rule 5550(b)(1), the $2.5 million minimum stockholders' equity requirement for continued listing on The Nasdaq Capital Market (the "Equity Rule").

"We received notice from Nasdaq that we are in compliance on our stockholders' equity, another milestone in our financial restructuring," said Bill Toler, Chairman and Chief Executive Officer. "With this confirmation, our organization is focused on profitable growth: our proprietary brands out of Eugene, the direct commercial sales channel that opened when the term loan was eliminated, and scaling logistics services under Project Agility. That's where our 50th year starts."

As previously disclosed, the Company was notified on April 1, 2026 that it did not satisfy the Equity Rule and subsequently requested a hearing before the Nasdaq Hearings Panel (the "Panel"). On October 27, 2026, the Company terminated its $109 million senior secured term loan and completed a registered direct offering and concurrent private placement, eliminating its outstanding debt[(i)] and restoring positive stockholders' equity. Nasdaq's confirmation follows its review of those transactions.

The Company intends to monitor its stockholders' equity and its compliance with the other Nasdaq continued listing requirements, including the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2), and to take such actions as may be necessary to regain or maintain compliance.

The Company filed a Current Report on Form 8-K with the Securities and Exchange Commission (the "SEC") regarding Nasdaq's confirmation. Additional information regarding the October 27, 2026 transactions is set forth in the Company's Current Reports on Form 8-K filed with the SEC on October 27, 2026 and in the Company's press releases dated October 27, October 28, and November 3, 2026.

(i) *Hydrofarm maintains an immaterial amount of 'Other debt' comprised of a foreign subsidiary's revolving line of credit and mortgage.*

About Hydrofarm Holdings Group, Inc.

Hydrofarm is a leading independent manufacturer and distributor of supplies and equipment for controlled environment agriculture, including plant nutrition, growing media, horticultural lighting and climate control solutions, spanning a portfolio of proprietary and select partner brands. The Company manufactures its proprietary plant nutrition and growing media brands in Eugene, Oregon, and, through its logistics services platform, provides third-party warehousing, fulfillment and distribution services across a wide range of industries. For nearly 50 years, Hydrofarm has helped growers make growing easier and more productive. The Company's mission is to empower growers, farmers and cultivators with products that enable greater quality, efficiency, consistency and speed.

www.Hydrofarm.com

Contact: ir@hydrofarm.com

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These statements are based on management's current expectations and assumptions. They are subject to risks and uncertainties that could cause actual results to differ materially, including: the Company's ability to maintain stockholders' equity above the level required by the Equity Rule during the Mandatory Panel Monitor period and thereafter; the consequences if the Company is found again out of compliance with the Equity Rule during that period, including that no compliance plan or cure period would be available and the Company's securities could be delisted; the Company's ability to satisfy the Bid Price Rule and other Nasdaq continued listing standards; the Company's history of operating losses; the Company's ability to maintain and preserve liquidity and to access additional sources of capital; demand conditions in the controlled environment agriculture and hydroponics markets; and the other factors described under "Risk Factors" in the Company's Annual Report on Form 10-K and subsequent periodic reports filed with the SEC. Forward-looking statements speak only as of the date of this release, and the Company undertakes no obligation to update them except as required by law.

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