

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>PARKER MARK S</u>  (Last) (First) (Middle) 1510 MAIN STREET  (Street) SHOEMAKERSVILLE PA 19555  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2023	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	01/17/2023		A		1,507 <sup>(1)</sup>	A	\$0	76,838	D	
Common Stock, \$0.0001 par value per share	03/02/2023		F		105 <sup>(2)</sup>	D	\$1.92	76,733	D	
Common Stock, \$0.0001 par value per share	03/27/2023		F		510 <sup>(3)</sup>	D	\$1.69	76,223	D	
Common Stock, \$0.0001 par value per share	03/27/2023		F		2,362 <sup>(4)</sup>	D	\$1.69	73,861	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On March 23, 2022, Mr. Parker was granted a target of 6,028 performance stock units ("PSUs") under the Issuer's 2020 Equity Incentive Plan. Each PSU represents the right, upon achievement of certain specified performance-based vesting criteria, to receive one share of the Issuer's common stock. On January 17, 2023, the Compensation Committee of the Board of Directors determined that 25% of the performance-based conditions were met resulting in 1,507 PSUs earned by Mr. Parker. This transaction is late due to an inadvertent administrative error and not any error of Mr. Parker.
- Shares withheld to satisfy tax withholding obligation applicable to the vesting of 309 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. This transaction is late due to an inadvertent administrative error and not any error of Mr. Parker.
- Shares withheld to satisfy tax withholding obligation applicable to the vesting of 1,507 stock-settled PSUs, 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.
- Shares withheld to satisfy tax withholding obligation applicable to the vesting of 6,989 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/ Jeffrey Cohan, Power of Attorney For: Mark Parker 03/28/2023

\*\* 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.