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 13, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 13, 2026, the board of directors (the "Board") of Hydrofarm Holdings Group, Inc. (the "Company") approved the following changes to executive leadership:

On November 13, 2026, William Toler tendered his resignation from his position as Chief Executive Officer, to be effective on December 31, 2026. Mr. Toler's resignation is not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Toler will transition to the role of Executive Chairman of the Board.

On January 1, 2027, Eric Ceresnie will assume the role of Chief Executive Officer and will be appointed to serve on the Board of the Company as a Class III director having a term end at the 2029 Annual Meeting of the Company's shareholders. Mr. Ceresnie, age 44, joined the Company in April 2018 and has served as the Company's Senior Vice President of Corporate Development and International Markets since October 2020. Prior to joining the Company, Mr. Ceresnie served as a Partner of Hawthorn Equity Partners, Inc. from 2017 to 2020; Vice President of Monomoy Capital Partners from 2011 to 2016; Vice President of Ernst & Young from 2009 to 2011; Vice President of Strategy and Finance at Sleep Innovations from 2006 to 2009; and Senior Business Analyst at Kearney from 2004 to 2006. Mr. Ceresnie holds a B.S.E. and M.S.E. in Industrial and Operations Engineering, each from the University of Michigan.

In connection with his appointment as Chief Executive Officer, the Company intends to enter into an offer letter with Mr. Ceresnie prior to the commencement of his term on January 1, 2027. Such offer letter will be filed as an exhibit to a Current Report on Form 8-K, if and when executed in accordance with Securities and Exchange Commission ("SEC") requirements.

There are no arrangements or understanding between Mr. Ceresnie and any other persons or entities with respect to his appointment, and there are no family relationships between Mr. Ceresnie and any of the Company's directors, executive officers, or persons nominated or chosen by the Company to become a director or executive officer. Mr. Ceresnie has not been involved in any related person transactions with the Company that would require disclosure under Item 404(a) of Regulation S-K except as follows: on October 27, 2026, the Company entered into a securities purchase agreement (the "Purchase Agreement") with the purchasers signatory thereto. Under the Purchase Agreement, the Company issued and sold (i) 1,599,400 shares of the Company's common stock, par value $0.0001 per share ("Common Stock"), at a purchase price of $0.905 per share (the "Registered Shares") in a registered direct offering (the "Registered Direct Offering"), and (ii) 6,971,575 shares of Common Stock (the "Unregistered Shares"), pre-funded warrants to purchase up to 640,000 shares of Common Stock at an exercise price of $0.0001 per pre-funded warrant (the "Pre-Funded Warrants"), and common stock warrants to purchase up to 9,210,975 shares of Common Stock at an exercise price of $0.78 per share (the "Common Warrants") in a concurrent private placement (the "Private Placement" together with the Registered Direct Offering, the "Offering"). The net proceeds from this Offering were approximately $6.2 million, after deducting the placement agent's fees and estimated offering expenses payable by the Company. Mr. Ceresnie participated in the Offering. Mr. Ceresnie purchased 5,756 Registered Shares, 27,393 Unregistered Shares and 33,149 Common Warrants for an aggregate purchase price of approximately $30,000. Mr. Ceresnie purchased these securities in the Offering on the same terms and conditions, and at the same price, as the other purchasers in the Offering. The Offering was reviewed and approved by the disinterested members of the Board.

On November 17, 2026, Mark Parker tendered his resignation from his position as President, to be effective on December 31, 2026. Mr. Parker's resignation is not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

In connection with Mr. Parker's resignation, the Compensation Committee of the Company's Board of Directors approved the following separation compensation and benefits for Mr. Parker, subject to Mr. Parker signing, and not revoking, a separation agreement and general release of claims in a form acceptable to the Company. Mr. Parker will receive severance pay totaling $92,500, equal to three months of his base salary and paid in installments under the Company's regular payroll practices from January 2027 through June 2027. Mr. Parker will receive a one-time payment of $7,115, equal to one additional week of base salary through January 8, 2027. From the separation date through June 30, 2027, Mr. Parker will continue to receive a benefits package substantially consistent with what he received as an active employee, subject to any changes that apply to the Company's employees generally. The Company will reimburse him on a COBRA basis for 100% of the COBRA premium. Mr. Parker will be granted 20,000 restricted stock units ("RSUs") under the Company's 2020 Equity Incentive Plan which vest in full on the separation date if he remains employed through that date. Additionally, all 6,667 of Mr. Parker's outstanding unvested RSUs will vest in full on the separation date if he remains employed through such date. Of these, 3,333 RSUs were scheduled to vest on January 1, 2027 and 3,334 on January 1, 2028.

The Company intends to enter into the separation agreement and general release of claims with Mr. Parker on or before January 1, 2027. The above description of the separation terms does not purport to be complete and is qualified in its entirety by such separation agreement. Such separation agreement will be filed as an exhibit to a Current Report on Form 8-K, if and when executed in accordance with SEC requirements.

Item 7.01 Regulation FD Disclosure.

On November 19, 2026, the Company issued a press release regarding the leadership transition described above. A copy of this release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein solely for purposes of this Item 7.01 disclosure.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as expressly set forth by specific reference in such a filing. Without limiting the generality of the foregoing, the text of the press release set forth under the heading entitled "Cautionary Note Regarding Forward-Looking Statements" is incorporated by reference into this Item 7.01.

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Exchange Act, and the Private Securities Litigation Reform Act of 1995. These statements include statements made about the Company's executive leadership transitions described above. Such statements are based on current assumptions that involve risks and uncertainties that could cause actual outcomes and results to differ materially. These risks and uncertainties, many of which are beyond the Company's control, include risks described in the section entitled "Risk Factors" and elsewhere in the Company's Annual Report on Form 10-K filing made with the SEC on March 27, 2026, and the Company's other Exchange Act filings. In addition, these forward-looking statements may be subject to risks and uncertainties related to the Company's ability to effectively transition the Chief Executive Officer role and facilitate the continued succession of the Company's leadership. These forward-looking statements speak only as of the date hereof and should not be unduly relied upon. The Company disclaims any obligation to update these forward-looking statements. All forward-looking statements in this document are qualified in their entirety by this cautionary statement.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	**Description**
99.1	Press Release, dated November 19, 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 19, 2026

By: /s/ William Toler

Name: William Toler

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

Exhibit 99.1

Hydrofarm Names Eric Ceresnie Chief Executive Officer, Positioning Company for Its Next Phase of Growth

Leadership transition follows successful recapitalization and debt elimination; William Toler to become Executive Chairman effective January 1, 2027

SHOEMAKERSVILLE, Pa., November 19, 2026 (GLOBE NEWSWIRE) — Hydrofarm Holdings Group, Inc. ("Hydrofarm" or the "Company") (Nasdaq: HYFM), a leading independent manufacturer and distributor of branded supplies and equipment for controlled environment agriculture ("CEA"), today announced a planned leadership transition designed to build on the Company's recent recapitalization, strengthen its operating structure, and position Hydrofarm for its next phase of growth.

Effective January 1, 2027, Eric Ceresnie will become Chief Executive Officer, succeeding William Toler, who will transition to the role of Executive Chairman of the Board of Directors. Mr. Ceresnie has been with Hydrofarm since 2018, most recently serving as Senior Vice President of Corporate Development and International Markets, with responsibility for strategy, operations and the Company's international business.

Leadership Transition Builds on Continuity and a Strengthened Balance Sheet

The leadership transition follows Hydrofarm's recently completed recapitalization, which eliminated $109 million of debt and approximately $12 million in annual debt service, significantly strengthening the Company's balance sheet and providing a foundation for its next chapter.

"Eric has an exceptional understanding of our business, our customers and the industry, and has been a significant contributor to Hydrofarm over the past eight years," said William Toler. "We are fortunate to have a proven internal leader ready to take on the position at this important point in the Company's evolution. With our recapitalization completed and the balance sheet substantially strengthened, the timing is right for me to transition to Executive Chairman and support Eric and the leadership team as they focus on execution, commercial growth and long-term shareholder value."

"It is an honor to lead Hydrofarm into its next chapter, and I want to thank Bill for his leadership and the foundation he has helped build," said Eric Ceresnie. "I am pleased to take the helm of our debt-free[(i)], leaner and more focused business, with a strong foundation to build upon."

"The priorities are clear: execute consistently across our core business, return the Company to profitability, and invest in the areas where we see the greatest opportunity. These include our brands, commercial sales channel, international markets, organics and logistics services platform. We will remain disciplined in our capital allocation, focused on operational performance and committed to building sustainable, long-term value for our stockholders."

An Experienced Leader with Deep Knowledge of Hydrofarm

Mr. Ceresnie has served in strategic and senior leadership roles at Hydrofarm for eight years, including contributing to the Company's initial public offering, and leading acquisitions, operational consolidations, international expansion, strategic divestitures and the recent recapitalization.

Prior to joining Hydrofarm, Mr. Ceresnie was a Partner at Hawthorn Equity Partners, Inc. Previously, he served as a Vice President at Monomoy Capital Partners; a Vice President at Ernst & Young LLP; and the Vice President of Strategy and Finance at Sleep Innovations. He began his career at Kearney as a Senior Business Analyst advising Fortune 500 clients.

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

Mr. Ceresnie holds bachelor's and master's degrees in Industrial and Operations Engineering from the University of Michigan, where he graduated with honors as a Fellow of the Tauber Institute for Global Operations and the Engineering Global Leadership Honors Program.

President Transition Further Simplifies Operating Structure

Mark Parker, President of Hydrofarm, will be stepping away, effective December 31, 2026. Following his departure, the Company will eliminate the President position, with its responsibilities assumed by the executive leadership team. The change reflects the streamlined operating structure Hydrofarm has established over the past two years.

“Mark has been a steady and respected leader through one of the most demanding periods in Hydrofarm’s history,” said William Toler. “He helped protect our customer and supplier relationships while we reshaped the business around our proprietary brands and strengthened our operations. Hydrofarm is stronger today because of his contributions, and on behalf of the Board of Directors and the entire leadership team, I want to thank Mark for his dedication and wish him continued success.”

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 in their grow projects.

Investor Contact

ir@hydrofarm.com

Cautionary Note Regarding Forward-Looking Statements

Statements contained in this press release, other than statements of historical fact, are “forward-looking statements” within the meaning of the U.S. federal securities laws and are subject to risks and uncertainties. These include, among others, statements regarding the leadership transition and its expected timing and effects; the Company’s ability to effectively transition the Chief Executive Officer role and facilitate continued leadership succession; the Company’s return to positive Adjusted EBITDA; its strategic priorities and growth plans, including its proprietary brands, logistics services, international markets, commercial-grower channel and potential expansion into adjacent categories; its capital allocation plans; and its ability to maintain compliance with the Nasdaq Stock Market’s continued listing standards.

Forward-looking statements generally can be identified by words and phrases such as “guidance,” “outlook,” “projected,” “believe,” “target,” “predict,” “estimate,” “forecast,” “strategy,” “may,” “goal,” “expect,” “anticipate,” “intend,” “plan,” “foresee,” “likely,” “will,” “should” or similar expressions. Actual results could differ materially from those expressed or implied by these statements. Additional information concerning factors that could cause actual results to differ materially is included in the Company’s Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other filings with the Securities and Exchange Commission. The Company undertakes no obligation to update these forward-looking statements, except as required by law.

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