SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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)
Toler William Douglas (Last) (First) (Middle) 1510 MAIN STREET (Street) SHOEMAKERSVILLE PA 19555 (City) (State) (Zip)	HYDROFARM HOLDINGS GROUP, INC. [HYFM] Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) 10/27/2026 4. If Amendment, Date of Original Filed (Month/Day/Year)	☑ Director ☐ 10% Owner ☑ Officer (give title below) ☑ Other (specify below) Chief Executive Officer / Executive Chairman of Board 6. Individual or Joint/Group Filing (Check Applicable Line) ☑ 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, $0.0001 par value per share	10/27/2026		A(1)		55,248	A	$0.905	276,920	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				
Common Warrant	$0.78	10/27/2026		A(1)		55,248		(2)	(2)	Common Stock, $0.0001 par value per share	55,248	(1)	55,248	D	

Explanation of Responses:

1. On October 27, 2026, Issuer entered into a Securities Purchase Agreement (the "Purchase Agreement") with the purchasers signatory thereto and consummated the transactions contemplated thereunder. Pursuant to the Purchase Agreement, Issuer agreed to issue and sell to Reporting Person (i) in a registered direct offering 9,593 shares of Common Stock, $0.0001 par value per share ("Common Stock") and (ii) in a concurrent private placement 45,655 shares of Common Stock and 55,248 accompanying common stock purchase warrants to purchase shares of Common Stock (the "Common Warrants"). The transaction was approved by the Issuer's board of directors in accordance with Rule 16b-3.

2. The Common Warrants may be exercised on a one-for-one basis for shares of Common Stock at an exercise price of $0.78 per share of Common Stock, to the extent that after giving effect to such exercise the Reporting Person would beneficially own, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, no more than 9.99% of the outstanding shares of Common Stock. The Common Warrants will expire five and a half years following the date of issuance.

/s/ William Toler — 10/29/2026

** 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.