Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) HYDROFARM HOLDINGS GROUP, PARKER MARK S Director 10% Owner INC. [HYFM] Officer (give title Other (specify below) below) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) **Executive Vice President** 04/03/2024 1510 MAIN STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person X SHOEMAKERSVILLE PA 19555 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication 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 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature Form: Direct (D) or Indirect of Indirect Beneficial **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Securities (Month/Day/Year) if any Code (Instr. Beneficially 5) (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership (Instr. 4) Transaction(s) (A) or (D) Price Code Amount (Instr. 3 and 4) Common Stock, \$0.0001 par value per 04/03/2024 151(1) \$1.01 120,402 D share Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number 6. Date Exercisable and 1. Title of 3. Transaction 3A. Deemed 7. Title and 8. Price of 9. Number of 11. Nature Derivative Transaction Code (Instr. Expiration Date (Month/Day/Year) Amount of Securities Conversion **Execution Date** derivative Ownership of Indirect (Month/Day/Year) Derivative Form: Beneficial Security or Exercise Security Securities (Month/Day/Year) Direct (D) (Instr. 3) Price of Beneficially 8) Securities Underlying (Instr. 5) Ownership

Explanation of Responses:

Security

(D)

Date

Exercisable

Acquired

(A) or Disposed

of (D) (Instr. 3, 4

and 5)

(A)

ν

Remarks:

/s/ Mark Parker

Title

Expiration Date

Derivativ

Security (Instr. 3 and 4)

Amount Number

04/04/2024

Owned Following

Reported Transaction(s)

(Instr. 4)

or Indirect (I) (Instr. 4)

(Instr. 4)

** Signature of Reporting Person

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.

^{1.} Shares withheld to satisfy tax withholding obligation applicable to the vesting of 309 stock-settled restricted stock units, 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