

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>PAYNE CHRIS</u> <hr/> (Last) (First) (Middle) C/O HAWTHORN EQUITY PARTNERS PO BOX 1061, TORONTO DOMINION <hr/> (Street) TORONTO A6 M5K 1P2 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/09/2020	3. Issuer Name and Ticker or Trading Symbol <u>HYDROFARM HOLDINGS GROUP, INC. [HYFM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,090,748 ⁽¹⁾	I	See footnotes. ⁽³⁾⁽⁵⁾
Common Stock	27,571 ⁽²⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Purchase Warrant	12/14/2020	12/14/2023	Common Stock	108,583 ⁽¹⁾	16.86	I	See footnotes. ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person* <u>PAYNE CHRIS</u> <hr/> (Last) (First) (Middle) C/O HAWTHORN EQUITY PARTNERS PO BOX 1061, TORONTO DOMINION <hr/> (Street) TORONTO A6 M5K 1P2 <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>TOMES JOHN</u> <hr/> (Last) (First) (Middle) C/O HAWTHORN EQUITY PARTNERS PO BOX 1061, TORONTO DOMINION <hr/> (Street) TORONTO A6 M5K 1P2

(City)

(State)

(Zip)

Explanation of Responses:

1. Reflects a 1-for-3.3712 reverse stock split that was effective on November 24, 2020.
2. Represents shares of common stock held directly by Mr. Tomes.
3. Represents (i) 1,378,775 shares of common stock held by Hawthorn Limited Partnership, (ii) 628,448 shares of common stock held by Hydrofarm Co-Investment Fund, LP, and (iii) 83,525 shares of common stock held by Payne Capital Corp.
4. Represents (i) warrants to purchase 74,293 shares of common stock held by Hawthorn Limited Partnership, (ii) warrants to purchase 30,697 shares of common stock held by Hydrofarm Co-Investment Fund, LP and (iii) warrants to purchase 3,593 shares of common stock held by Payne Capital Corp.
5. Hydrofarm Co-Investment Fund, LP and Hawthorn Limited Partnership are affiliate funds of Hawthorn Equity Partners. Mr. Payne and Mr. Tomes are managing partner and senior partner, respectively, of Hawthorn Equity Partners. Mr. Payne is the owner of Payne Capital Corp.

[/s/ Chris Payne](#)

[12/09/2020](#)

[/s/ John Tomes](#)

[12/09/2020](#)

** 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 5 (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.