

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): **June 1, 2021**

Hydrofarm Holdings Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

001-39773

(Commission
File Number)

81-4895761

(I.R.S. Employer
Identification No.)

**290 Canal Road
Fairless Hills, PA 19030**

(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 Global Select Market

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 2.01 Completion of Acquisition or Disposition of Assets.

On June 1, 2021, House & Garden Holdings, LLC (the “Buyer”), a Delaware limited liability company and an indirect subsidiary of Hydrofarm Holdings Group, Inc. (the “Company”), completed the previously announced acquisition of 100% of the issued and outstanding shares of capital stock of House & Garden, Inc., a Nevada corporation (“HG”), Humboldt Wholesale, Inc., a California corporation (“HW”), Allied Imports & Logistics, Inc., a California corporation (“Allied”), South Coast Horticultural Supply, Inc., a California corporation (“SC” and, together with HG, HW and Allied, the “H&G Entities”) pursuant to that certain stock purchase agreement, dated as of May 21, 2021 (the “Purchase Agreement”), by and among the Buyer, the H&G Entities, all of the stockholders of each of the H&G Entities set forth on the signature pages to the Purchase Agreement (collectively, the “Sellers”) and Steven Muller, an individual resident of the State of Nevada, as Sellers’ representative, for a purchase price of \$125 million, subject to customary adjustments at closing for cash, working capital, transaction expenses and indebtedness of the Sellers (the “Acquisition”).

The H&G Entities produce and distribute premium grade plant nutrients and fertilizers across the globe. The Company believes that the strategic combination of its leading distribution capabilities with the H&G Entities’ local and global network and nutrient manufacturing capabilities will enable their brands to grow more rapidly across the combined company’s customer base. Moreover, the Company believes that the Acquisition will allow it to further develop its strategy of acquiring branded manufacturers in key CEA product categories, such as plant nutrients.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the provisions of the Purchase Agreement, a copy of which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on May 26, 2021.

Item 7.01 Regulation FD Disclosure.

On June 1, 2021, the Company issued a press release announcing the closing of the Acquisition. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release, dated June 1, 2021.
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: June 3, 2021

By: /s/ William Toler

Name: William Toler

Title: Chief Executive Officer



Hydrofarm Completes Acquisition of Premium Nutrient Producer House and Garden

Fairless Hills, Pa. - Tuesday, June 1, 2021– [Hydrofarm Holdings Group, Inc.](#) (“Hydrofarm”) (Nasdaq: HYFM), a leading distributor and manufacturer of hydroponics equipment and supplies, today announced that it has completed its previously announced acquisition of House & Garden, Inc., Humboldt Wholesale, Inc., Allied Imports & Logistics, Inc., and South Coast Horticultural Supply, Inc. (collectively “House & Garden”), a Humboldt County, Calif.-based producer of quality nutrients under the [House & Garden](#) and [Mad Farmer](#) brands. The announcement follows Hydrofarm’s recent acquisition of nutrient manufacturer HEAVY 16 and continues Hydrofarm’s strategic efforts to acquire manufacturers of branded products in key CEA product categories.

About Hydrofarm Holdings Group, Inc.

Hydrofarm is a leading distributor and manufacturer of controlled environment agriculture equipment and supplies, including high-intensity grow lights, climate control solutions, and growing media, as well as a broad portfolio of innovative and proprietary branded products. For more than 40 years, Hydrofarm has helped growers in the U.S. and Canadian markets 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. For additional information, please visit: www.hydrofarm.com

Investor Relations:

ICR
Fitzhugh Taylor
ir@hydrofarm.com

Media Contacts:

The LAKPR Group
Hannah Arnold, 202-559-9171, harnold@lakpr.com
Lynn Trono, 323-672-8226, ltrono@lakpr.com
-or-
Hydrofarm
Lisa Gallagher, 513-505-2334, lgallagher@hydrofarm.com