

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): **October 5, 2026**

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.)

**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 3.02 Unregistered Sales of Equity Securities.

On October 5, 2026, Hydrofarm Holdings Group, Inc. (the "Company") entered into an agreement and mutual release (the "Agreement") providing for the full, final and complete settlement of all claims by the parties related to their engagement. In connection with the Agreement, the Company agreed to, among other things and subject to certain milestones, issue 300,000 shares of a newly designated non-voting, convertible series of preferred stock of the Company (the "Preferred Shares"). The Preferred Shares will have the designations, powers, preferences, qualifications, limitations and restrictions to be set forth in a Certificate of Designation including that the Preferred Shares will be convertible in the aggregate into 300,000 shares of common stock of the Company (the "Common Stock" and such shares issuable upon conversion, the "Conversion Shares") upon approval of issuance of the Conversion Shares by the Company's stockholders as required by applicable rules of The Nasdaq Stock Market LLC.

The offer and issuance of the Preferred Shares is made in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the "Securities Act"), and Rule 506(b) of Regulation D promulgated thereunder. The recipient of the Preferred Shares represented to the Company that it is an "accredited investor" as defined in Rule 501(a) of Regulation D under the Securities Act and is acquiring the Preferred Shares and will acquire any Conversion Shares, for its own account and for investment purposes only. No general solicitation or advertising was used in connection with the offer and issuance of the Preferred Shares. The Preferred Shares are subject to restrictions on transfer under applicable federal and state securities laws.

Item 7.01 Regulation FD Disclosure.

On October 7, 2026, the Company posted a presentation (the "Presentation") to the "Investors" section of its website at <https://www.hydrofarm.com/>. The Company intends to use the Presentation, in whole or in part, from time to time in meetings and other communications with investors, analysts, and other market participants. A copy of the Presentation is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The reference to our website is an inactive textual reference only and, except for the specific incorporated documents listed herein, the information contained in or accessible through our website does not constitute a part of this Current Report on Form 8-K and is not incorporated by reference herein.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Presentation dated October 7, 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: October 9, 2026

By: /s/ William Toler

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



P R E S E N T A T I O N

Hydrofarm Holdings Group

Trusted brands for controlled environment agriculture
since 1977

October 2026 | Nasdaq: HYFM

Disclaimer

Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including statements about the Company's strategy, brands, products, end markets, operations, cost savings, logistics business, and industry, market and regulatory developments, are forward-looking statements. Words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "intend," "plan," "potential," "may," "will," "should" and similar expressions identify such statements. They are subject to known and unknown risks, uncertainties and other factors, including those described under "Risk Factors" in the Company's most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission ("SEC"), that may cause actual results to differ materially. Forward-looking statements speak only as of the date of this presentation, and the Company undertakes no obligation to update them except as required by law.

WHO WE ARE

A leading independent manufacturer and distributor of equipment and supplies for Controlled Environment Agriculture

- Listed on The Nasdaq Capital Market under the ticker HYFM
 - *IPO in December 2020*
 - *Completed several acquisitions in 2021, transforming Hydrofarm from distributor to manufacturer of CEA products*
- Distribution centers across the U.S. and Spain
- Broad product portfolio across 5 categories: Plant Nutrition, Growing Media, Equipment, Lighting, and Environmental Control
- Proprietary nutrient and grow media brands manufactured at our facility in El Estero, Spain
- Customers include specialty hydroponic retailers, garden centers, commercial growers, and government agencies
- Logistics services business that manages the receipt, warehousing, and distribution of products



BRAND PORTFOLIO

Over 30 proprietary brands, plus selective portfolio, covering every major category of

PROPRIETARY BRANDS

☐ Shaded



HOUSE & GARDEN
PREMIUM NUTRIENTS & ADDITIVES

NUTRIENTS

Plant nutrition system for premium quality growers

GROTEK
SCIENCE FOR PLANTS

NUTRIENTS

Science-backed nutrients and additives for high yield growers



ORGANIC NUTRIENTS

Registered organic dry fertilizers for gardens and farms

PHOTOBIO

LED LIGHTING

Commercial LED fixtures, DLC-listed for utility rebates



SunBlaster
homegrown possibilities

HOME GROW LIGHTING

Award-winning home grow lights and indoor gardens

Active aqua

HYDROPONIC SYSTEMS

Hydroponic systems, pumps, water chillers

Consumables ~3/4

Durables ~1/4



CUSTOMERS & END USERS

~1,000 wholesale accounts connected

HOW WE SERVE THEM

B2B ordering platform

Most accounts order online

Distribution network

DCs in CA, MI, PA and Spain

Owned manufacturing

Nutrients and grow media, Eugene, OR

Technical sales team

Category experts advise buyers

3PL and logistics services

\$4.8M in FY2025; up 33% in H1 2026



WHOLESALE ACCOUNTS

Specialty hydroponics

Expert staff, curated selection

Commercial real estate developers

Outfitting large facilities

Garden centers

Lawn & garden supplies

E-commerce retailers

Marketplaces and direct sales

International distributors

Europe, UK, Australia

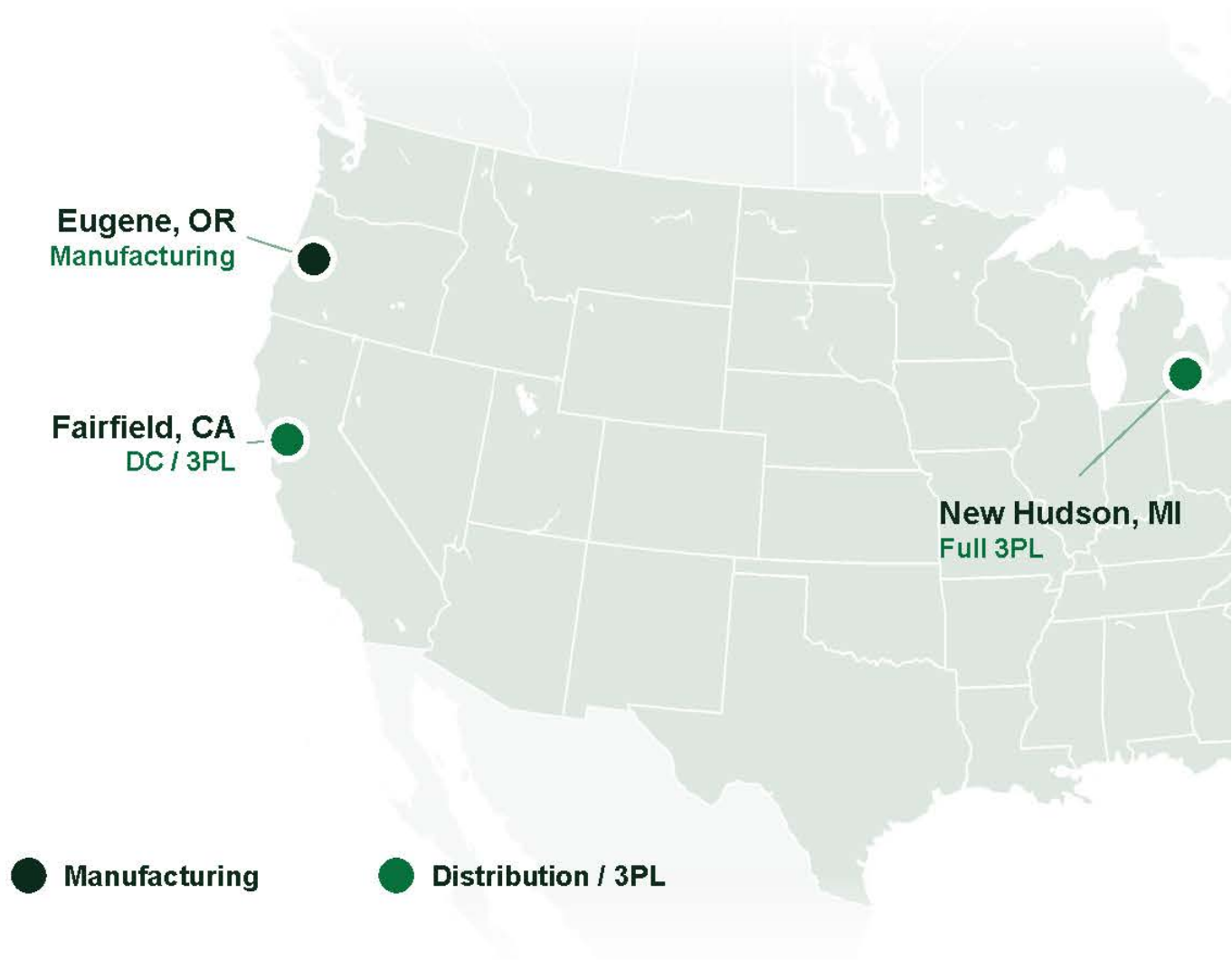


+ many more wholesale customers

Sources: Mordor Intelligence, "United States Organic Fertilizers – Market Share Analysis, Industry Trends & Statistics, Growth Forecast", Research, "Cold Plunge Tub Market Size, Share & Trends Analysis Report" (2025–2033 forecast); Hydrofarm Form 10-K (FY2025) and



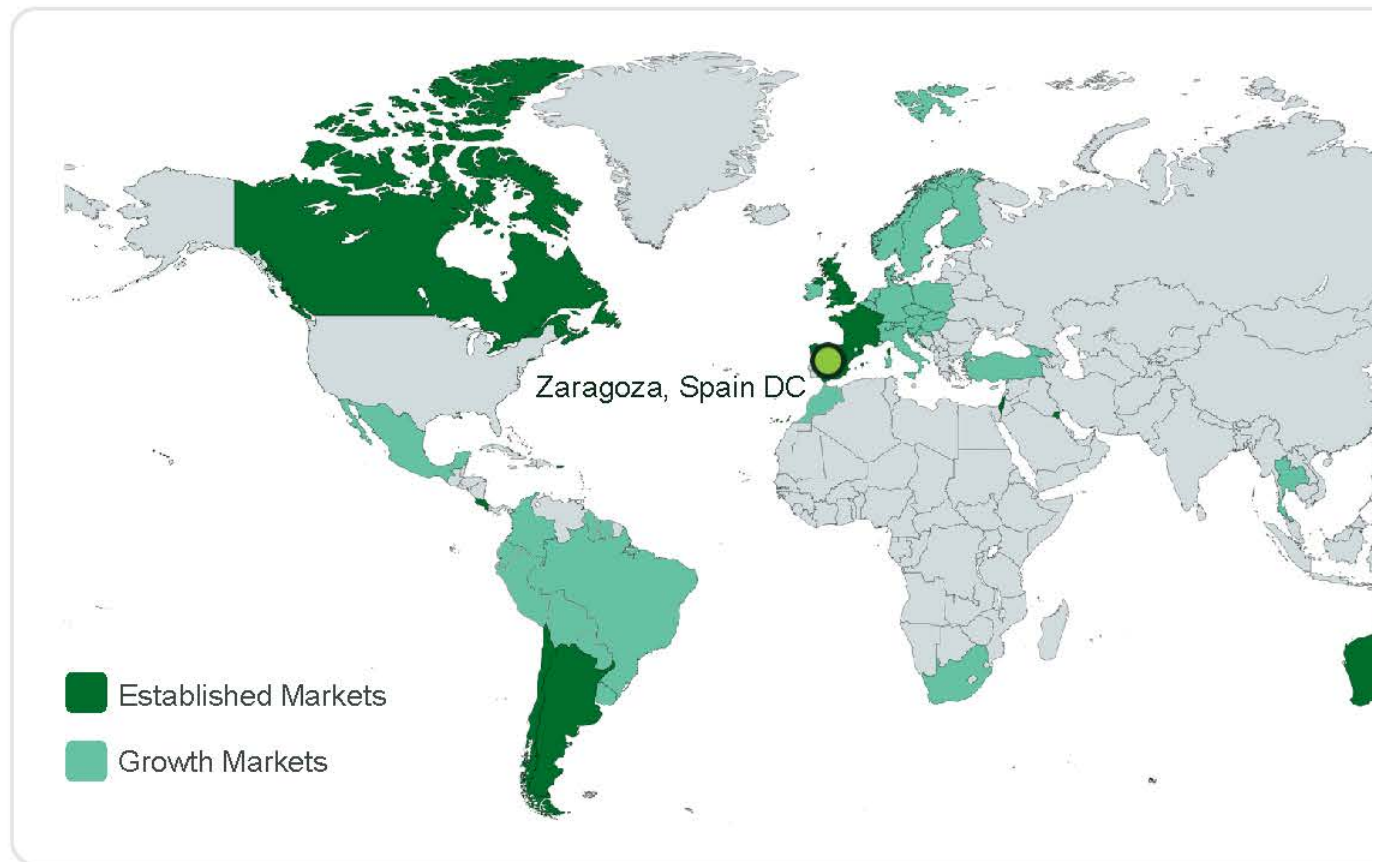
Five operating sites, with distribution Project Agility expanding our fast-gro



Rent offsets include sublease income at exited sites (e.g., Fontana, CA and Canada).

INTERNATIONAL

Established international reach with



International Sales Growth: Strong position in high growth markets in emerging markets of South America, Asia and Eastern Europe.

DIVERSIFIED END-MARKETS

Robust agricultural manufacturing a

Diversification that doesn't depend on cannabis pol



Organic gardening and farming

Gaia Green and Roots Organics nutrients and soils for home
Organic inputs for both consumer gardening and commercial



Cold plunge and wellness

Active Aqua water chillers, originally developed for hydroponics
Adopted by the cold plunge market; Outdoor Chiller for home



Grow-at-home lighting

SunBlaster @Home grow lights and indoor gardens
Halo 360 and Nano: 2nd, Best New Product, National Light



Global agriculture markets

Eugene manufacturing of fertilizer and growing media; global
Serving general agriculture beyond CEA



Logistics services (Project Agility)

Full service 3rd party logistics at our distribution centers
Sublease and logistics income: \$4.8M in FY2025; up 33%

Federal rescheduling is the next unlock

01 April 2026: partial rescheduling

DOJ moves certain medical cannabis products to Schedule III; DEA expediting the process

02 Next: full Schedule III

Full rescheduling would end Section 280E for all state-licensed operators

03 Potential result: cash back into facilities

Operators deduct normal business expenses, freeing cash to reinvest in equipment and inputs

64%

of Americans back legalization

24 + DC

adult-use states, home to 53% of Americans

40 +

medical states, where medical cannabis is legal

Sources: U.S. Department of Justice, final order placing FDA-approved and state-licensed medical marijuana in Schedule III; "DOJ's Final Order on Marijuana Rescheduling: Tax Impact on Legal Cannabis Operators" (press release, Apr. 9, 2026); Gallup, marijuana legalization poll (2025); Pew Research Service, "The Federal Status of Marijuana and the Policy Gap with States," IF12270 (updated Mar. 10, 2026)

LEADERSHIP

**Consumer-brand and product manufacturing
deep CEA industry experience on the broad**

LEADERSHIP TEAM



Bill Toler
**Executive Chairman &
CEO**

Prior: Hostess Brands
(CEO), Campbell Soup,
Procter & Gamble



Mark Parker
President

Prior: Campbell Soup,
iQ Solutions



Kevin O'Brien
Chief Financial Officer

Prior: CPI Card Group
Deloitte

BOARD OF DIRECTORS · CHAIRED BY BILL TOLER



Renah Persofsky
Lead Director, Tilray
Brands



Patrick Chung
VP Finance, Tricap
Properties; CPA

INVESTMENT HIGHLIGHTS

Hydrofarm is well positioned for a CE

Since 1977

Independent CEA leader

Branded hydroponics equipment and supplies, listed on Nasdaq as HYFM.

30+

Proprietary brands

Every major CEA company manufacturing consumables

2.8x

Logistics income since 2023

Offsets facility costs as Project Agility expands the 3PL business.

~3/4

Consumable nutrients

Nutrients, grow media, and other consumables replenished with every grow cycle

A focused, leaner Hydrofarm: proprietary brands, owned manufacturing, and strong market recovery in CEA demand.



APPENDIX

FINANCIAL SUMMARY

Statement of operations and Adjusted EBITDA

\$ IN THOUSANDS | AS REPORTED | INCLUDES APP UN

STATEMENT OF OPERATIONS

	Three months ended June 30, 2026	Three months ended Mar. 31, 2026	Year ended Dec. 31, 2025
Net sales	23,211	28,524	134,252
Cost of goods sold	20,577	26,687	119,043
Gross profit	2,634	1,837	15,209
<i>Gross margin %</i>	<i>11.3%</i>	<i>6.4%</i>	<i>11.3%</i>
Selling, general and administrative	10,062	10,568	59,948
Impairments	—	—	232,179
Loss from operations	(7,428)	(8,731)	(276,918)
Interest expense	(3,453)	(5,866)	(13,427)
Other income (expense), net	25	(122)	(185)
Loss before tax	(10,856)	(14,719)	(290,530)
Income tax benefit	225	108	740
Net loss	(10,631)	(14,611)	(289,790)

Total company results as reported, including Aurora Peat Products (APP), which was sold on July 31, 2026; Form 8-K, Exhibit 99.1 (Mar. 27, 2026) for FY2025. The shaded column is the "Pro Forma HYFM" APP and related pro forma adjustments, including reduced Term Loan interest expense. Adjusted EBITDA

Quarterly periods and the pro forma column are unaudited.

