
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

HYDROFARM HOLDINGS GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

81-4895761
(I.R.S. Employer Identification No.)

249 South McDowell Boulevard Ext.
Petaluma, California
(Address of Principal Executive Offices)

94954
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, \$0.0001 par value per share	The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box:

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box:

Securities Act registration statement file number to which this form relates: 333-250037

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

This registration statement relates to the registration with the Securities and Exchange Commission of shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Hydrofarm Holdings Group, Inc., a Delaware corporation (the "Registrant"). The description of the Common Stock set forth under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (File No. [333-250037](#)) originally filed with the Securities and Exchange Commission on November 12, 2020 and as subsequently amended on December 1, 2020, together with the description set forth under such caption included in the form of prospectus subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is incorporated herein by this reference in response to this item.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: December 7, 2020

HYDROFARM HOLDINGS GROUP, INC.

By: /s/ William Toler

Name: William Toler

Title: Chief Executive Officer
