

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Baum Eric <small>(Last) (First) (Middle)</small> C/O KUSHCO HOLDINGS, INC., 6261 KATELLA AVENUE, SUITE 250 <small>(Street)</small> CYPRESS, CA 90630 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol KushCo Holdings, Inc. [KSHB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 06/17/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase	\$ 3.35	08/28/2020		D		80,000		(1)	12/06/2026	Common Stock	80,000.00	(2)	0	D	
Option to Purchase	\$ 2.39	08/28/2020		D		120,000		(3)	11/13/2027	Common Stock	120,000.00	(4)	0	D	
Option to Purchase	\$ 5.33	08/28/2020		D		145,000		(5)	08/31/2028	Common Stock	145,000.00	(6)	0	D	
Option to Purchase	\$ 0.68	06/17/2020		A		33,750		(7)	05/03/2030	Common Stock	33,750.00	\$ 0	33,750	D	
Option to Purchase	\$ 0.58	08/28/2020		A		53,334		(1)	12/06/2026	Common Stock	53,334.00	(2)	53,334	D	
Option to Purchase	\$ 0.58	08/28/2020		A		80,000		(3)	11/13/2027	Common Stock	80,000.00	(4)	80,000	D	
Option to Purchase	\$ 0.58	08/28/2020		A		82,858		(5)	08/31/2028	Common Stock	82,858.00	(6)	82,858	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baum Eric C/O KUSHCO HOLDINGS, INC. 6261 KATELLA AVENUE, SUITE 250 CYPRESS, CA 90630	X			

## Signatures

/s/ Eric Baum

09/01/2020

Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) One hundred percent of the shares underlying the option shall be deemed to be fully vested on December 7, 2019.
- (2) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 80,000 shares of KSHB common stock granted to the reporting person on December 7, 2016. In exchange, the reporting person received a replacement option, for 53,334 shares, having an exercise price of \$0.58 a share.
- (3) One hundred percent of the shares underlying the option shall be deemed to be fully vested on November 14, 2019.
- (4) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 120,000 shares of KSHB common stock granted to the reporting person on November 14, 2017. In exchange, the reporting person received a replacement option, for 80,000 shares, having an exercise price of \$0.58 a share.
- (5) Fifty percent of the shares underlying the option shall be deemed to be vested on the one-year anniversary of September 1, 2018, with the remainder vesting in equal monthly installments over 12 months.
- (6) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 145,000 shares of KSHB common stock granted to the reporting person on September 1, 2018. In exchange, the reporting person received a replacement option, for 82,858 shares, having an exercise price of \$0.58 a share.
- (7) Fifty percent of the shares underlying the option shall be deemed to be fully vested on May 31, 2020. Remaining fifty percent of the shares underlying the option shall vest in equal installments on June 30, 2020, July 31, 2020, and August 31, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.