

# FORM 4

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

OMB APPROVAL	
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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 de Oliveira Rodrigo		2. Issuer Name and Ticker or Trading Symbol KushCo Holdings, Inc. [KSHB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Chief Operating Officer	
(Last) (First) (Middle) C/O KUSHCO HOLDINGS, INC., 6261 KATELLA AVENUE, SUITE 250		3. Date of Earliest Transaction (Month/Day/Year) 08/28/2020			
(Street) CYPRESS, CA 90630		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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.

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**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	\$ 5.24	08/28/2020		D			250,000	(1)	04/22/2028	Common Stock	250,000.00	(2)	0	D	
Option to Purchase	\$ 4.53	08/28/2020		D			250,000	(3)	07/04/2028	Common Stock	250,000.00	(4)	0	D	
Option to Purchase	\$ 5.95	08/28/2020		D			100,000	(5)	02/24/2029	Common Stock	100,000.00	(6)	0	D	
Option to Purchase	\$ 0.58	08/28/2020		A		142,858		(1)	04/22/2028	Common Stock	142,858.00	(2)	142,858	D	
Option to Purchase	\$ 0.58	08/28/2020		A		142,858		(3)	07/04/2028	Common Stock	142,858.00	(4)	142,858	D	
Option to Purchase	\$ 0.58	08/28/2020		A		57,143		(5)	02/24/2029	Common Stock	57,143.00	(6)	57,143	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Oliveira Rodrigo C/O KUSHCO HOLDINGS, INC. 6261 KATELLA AVENUE, SUITE 250 CYPRESS, CA 90630			Chief Operating Officer	

## Signatures

/s/ Rodrigo De Oliveira		09/01/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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-third of the shares underlying the option shall be deemed to be vested on the one-year anniversary of April 23, 2018, with the remainder vesting in equal monthly installments over 24 months.
- (2) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 250,000 shares of KSHB common stock granted to the reporting person on April 23, 2018. In exchange, the reporting person received a replacement option, for 142,858 shares, having an exercise price of \$0.58 a share.
- (3) One-third of the shares underlying the option shall be deemed to be vested on the one-year anniversary of July 5, 2018, with the remainder vesting in equal monthly installments over 24 months.
- (4) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 250,000 shares of KSHB common stock granted to the reporting person on July 5, 2018. In exchange, the reporting person received a replacement option, for 142,858 shares, having an exercise price of \$0.58 a share.
- (5) One-third of the shares underlying the option shall be deemed to be vested on the one-year anniversary of February 25, 2019, with the remainder vesting in equal monthly installments over 24 months.
- (6) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 100,000 shares of KSHB common stock granted to the reporting person on February 5, 2019. In exchange, the reporting person received a replacement option, for 57,143 shares, having an exercise price of \$0.58 a share.

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

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