

# 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* Imbimbo Dallas		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)	
(Last) (First) (Middle) C/O KUSHCO HOLDINGS, INC., 6261 KATELLA AVENUE, SUITE 250		3. Date of Earliest Transaction (Month/Day/Year) 06/17/2020			
(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	\$ 2.39	08/28/2020		D			120,000	(1)	11/13/2027	Common Stock	120,000.00	(2)	0	D	
Option to Purchase	\$ 5.33	08/28/2020		D			145,000	(3)	08/31/2028	Common Stock	145,000.00	(4)	0	D	
Option to Purchase	\$ 0.68	08/28/2020		D			12,500	(5)	05/03/2030	Common Stock	12,500.00	(6)	0	D	
Option to Purchase	\$ 0.58	08/28/2020		A			80,000	(1)	11/13/2027	Common Stock	80,000.00	(2)	80,000	D	
Option to Purchase	\$ 0.58	08/28/2020		A			82,858	(3)	08/31/2028	Common Stock	82,858.00	(4)	82,858	D	
Option to Purchase	\$ 0.58	08/28/2020		A			12,500	(5)	05/03/2030	Common Stock	12,500.00	(6)	12,500	D	
Option to Purchase	\$ 0.68	06/17/2020		A			12,500	(7)	05/03/2030	Common Stock	12,500.00	\$ 0	12,500	D	

## Reporting Owners

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

## Signatures

/s/ Dallas Imbimbo

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 November 14, 2019.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) One hundred percent of the shares underlying the option shall be deemed to be fully vested on May 31, 2020.
- (6) On August 28, 2020, the issuer canceled, pursuant to the issuer's option exchange program, an option for 12,500 shares of KSHB common stock granted to the reporting person on May 4, 2020. In exchange, the reporting person received a replacement option, for 12,500 shares, having an exercise price of \$0.58 a share.
- (7) 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.

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