

**INITIAL STATEMENT OF 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 <sup>*</sup> <b>WILKS LEWIS</b> <small>(Last) (First) (Middle)</small> <b>1751 PANORAMA POINT, SUITE G</b> <small>(Street)</small> <b>LAFAYETTE, CO 80026</b> <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) <b>08/31/2018</b>	3. Issuer Name and Ticker or Trading Symbol <b>urban-gro, Inc. [UGRO]</b>	
		4. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. 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	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Options <sup>(1)</sup>	08/31/2019 <sup>(1)</sup>	08/31/2021 <sup>(1)</sup>	Common Stock	16,667 <sup>(1)</sup>	\$ 7.2 <sup>(1)</sup>	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILKS LEWIS 1751 PANORAMA POINT SUITE G LAFAYETTE, CO 80026	X			

## Signatures

/s/ Lewis Wilks, by Nelson Mullins Riley & Scarborough LLP with Power of Attorney		05/31/2022
<sup>**</sup> Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

Reporting Person was granted an option by the Issuer to acquire up to 100,000 shares (16,667 shares after giving effect to the 1-for-6 reverse stock split effected December 31, 2020 (the "Reverse Stock Split")) of the Common Stock of the Issuer, one-third exercisable on the anniversary date of the Reporting Person's appointment as a Director (1) of the Issuer (or 33,333 shares (5,556 shares after giving effect to the Reverse Stock Split) on August 31, 2019, 33,333 shares (5,556 shares after giving effect to the Reverse Stock Split) on August 31, 2020 and 33,334 shares (5,556 shares after giving effect to the Reverse Stock Split) on August 31, 2021), at an exercise price of \$1.20 per share (\$7.20 per share after giving effect to the Reverse Stock Split), provided Reporting Person remains and is a Director of the Issuer on each such anniversary date.

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.