

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

FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**urban-gro, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**5083**  
*(Primary Standard Industrial  
Classification Code Number)*

**46-5158469**  
*(I.R.S. Employer  
Identification No.)*

**1751 Panorama Point, Unit G  
Lafayette, CO 80026  
(720) 390-3880**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive office)*

**Bradley J. Natrass  
Chief Executive Officer  
1751 Panorama Point, Unit G  
Lafayette, CO 80026  
(720) 390-3880**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

Copies to:

**W. David Mannheim  
Michael K. Bradshaw, Jr.  
Nelson Mullins Riley & Scarborough LLP  
4140 Parklake Avenue, Suite 200  
Raleigh, NC 27612  
(919) 329-3800**

**Rob Condon  
Dentons US LLP  
1221 Avenue of the Americas  
New York, New York 10020  
(212) 768-6700**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (File Number 333-250120)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee (3)
Common stock, par value \$0.001 per share	\$10,350,000	\$1,129.19
Warrants to be issued to the representative of the underwriters (4)	-	-
Common stock underlying warrants to be issued to the representative of the underwriters (5)	\$646,875	\$70.57
<b>Total</b>	<b>\$10,996,875</b>	<b>\$1,199.76</b>

- (1) Represents only the additional number of shares being registered and includes shares of common stock issuable upon the exercise of the underwriters' option to purchase additional shares. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-250120).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.
- (3) The Registrant previously registered securities with an aggregate offering price not to exceed \$54,984,375 on a Registration Statement on Form S-1, as amended (File No. 333-250120), for which a filing fee of \$5,998.80 was previously paid. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed aggregate offering price of \$10,996,875 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.
- (4) No registration fee required pursuant to Rule 457(g).
- (5) Represents only the additional proposed aggregate offering price of representative's warrants.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This Registration Statement on Form S-1 is being filed by urban-gro, Inc., a Delaware corporation (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-250120) (the "Prior Registration Statement"), initially filed by the Registrant on November 16, 2020 and declared effective by the Securities and Exchange Commission (the "Commission") on February 11, 2021. This registration statement covers the registration of an additional amount of securities having a proposed aggregate offering price of \$10,996,875. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits. All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1, as amended (SEC File No. 333-250120) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit Number	Description
5.1	<a href="#">Opinion of Nelson Mullins Riley &amp; Scarborough LLP</a>
23.1	<a href="#">Consent of BF Borgers CPA PC, independent registered accounting firm for the Company</a>
23.2	Consent of Nelson Mullins Riley & Scarborough LLP (included in Exhibit 5.1)
24	Power of Attorney (Incorporated by reference to Exhibit 24 filed with the Company's Registration Statement on Form S-1 on November 16, 2020)

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lafayette, State of Colorado, on the 11th day of February, 2021.

**URBAN-GRO, INC.**

By:           /s/ Bradley J. Natrass            
Bradley J. Natrass  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>          /s/ Bradley J. Natrass          </u> Bradley J. Natrass	Chief Executive Officer and Director (principal executive officer)	February 11, 2021
<u>          /s/ Richard A. Akright *          </u> Richard A. Akright	Chief Financial Officer and Director (principal financial officer)	February 11, 2021

<u>/s/ James H. Dennedy *</u> James H. Dennedy	Director	February 11, 2021
<u>/s/ Lance Galey *</u> Lance Galey	Director	February 11, 2021
<u>/s/ James R. Lowe *</u> James R. Lowe	Director	February 11, 2021
<u>/s/ Lewis O. Wilks *</u> Lewis O. Wilks	Director	February 11, 2021

\* Indicates that such individual signed their name pursuant to the power of attorney previously filed as Exhibit 24 to the Prior Registration Statement.

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NELSON MULLINS RILEY & SCARBOROUGH LLP  
ATTORNEYS AND COUNSELORS AT LAW

4140 Parklake Avenue  
GlenLake One | Second Floor  
Raleigh, NC 27612  
T 919.329.3800 F 919.329.3799  
nelsonmullins.com

February 11, 2021

urban-gro, Inc.  
1751 Panorama Point, Unit G  
Lafayette, Colorado 80026

**Re: Registration Statement on Form S-1MEF (File No. 333-250120)**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 (the "Registration Statement") of urban-gro, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of: (a) an aggregate of up to \$10,350,000 of shares (the "Shares") of the Company's common stock, \$0.001 par value per share (the "Common Stock"); (b) the representative's warrants that will be issued by the Company to the representative of the underwriters of the offering (the "Representative's Warrants"); and (c) a number of shares of Common Stock equal to 5% of the Shares sold in the offering, issuable upon exercise of the Representative's Warrants (the "Representative's Warrant Shares"). The Registration Statement incorporates by reference the Registration Statement on Form S-1, as amended (File No. 333-250120) (the "Prior Registration Statement"), including the prospectus which forms a part of the Prior Registration Statement.

In arriving at the opinions expressed below, we have examined the Prior Registration Statement, originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of specimen common stock certificates, and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that: (i) the Shares, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable; (ii) the Representative's Warrant Shares, when issued upon exercise of the Representative's Warrants, will be validly issued, fully paid and non-assessable; and (iii) the Representative's Warrants, when issued as set forth in the Registration Statement, will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

The opinions expressed above are subject to the following additional exceptions, qualifications, limitations and assumptions:

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urban-gro, Inc.  
February 11, 2021  
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A. Our opinions expressed herein are limited to the laws of the State of New York and the General Corporation Law of the State of Delaware. The opinions expressed herein are based upon the law of the State of New York and the General Corporation Law of the State of Delaware in effect on the date hereof and as of the effective date of the Registration Statement. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

B. The opinion in clause (iii) above is subject to (a) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors' generally, including without limitation the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and (b) general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, liquidated damages, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Nelson Mullins Riley & Scarborough LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated May 18, 2020, relating to the consolidated financial statements of urban-gro, Inc. as of December 31, 2019 and 2018, and for each of the two years in the period ended December 31, 2019, to all references to our firm, which is included in the Registration Statement on Form S-1 (No. 333-250120).

**/S/ B F Borgers CPA PC**  
Lakewood, Colorado  
February 11, 2021