

# FORM 4

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

OMB APPROVAL	
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## 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>DENNEDY JIM</b>			2. Issuer Name and Ticker or Trading Symbol <b>urban-gro, Inc. [UGRO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/01/2021</b>			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		
1751 PAMORAMA POINT, SUITE G			4. If Amendment, Date Original Filed (Month/Day/Year) <b>06/01/2021</b>					
(Street) <b>LAFAYETTE, CO 80026</b>			(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)			
Common Stock							237,415 <a href="#">(1)</a>	D	

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
Common Stock Option	\$ 7.2	08/22/2018		A		16,667		<a href="#">(2)</a>	08/22/2028	Common Stock	16,667	\$ 0	16,667	D	
Common Stock Option	\$ 7.2	04/01/2019		A		3,333		<a href="#">(3)</a>	04/01/2029	Common Stock	3,333	\$ 0	20,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNEDY JIM 1751 PAMORAMA POINT, SUITE G LAFAYETTE, CO 80026	X		President and COO	

## Signatures

/s/ James H. Dennedy		02/04/2022
**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).

- On December 3, 2021, the Reporting Person filed a Form 4 Amendment which inadvertently reported that the Reporting Person owns an aggregate of 259,758 shares of common stock following the transaction reported therein. In fact, the Reporting Person owns an aggregate of 237,415 shares of common stock and stock options to purchase 20,000 shares of common stock. The 237,415 total includes: a grant of 19,968 shares of restricted stock that vest proportionately over a three-year period beginning on December 31, 2021, vesting fully on December 31, 2023; a grant of 40,000 shares of restricted stock that vest as follows: 10,000 on December 31, 2021, 14,000 on December 31, 2022, and 16,000 on December 31, 2023; a grant of 5,556 shares of restricted stock that vested on April 30, 2020; a grant of 15,625 shares of restricted stock that vested on May 28, 2021; and 156,266 shares of common stock.
- (1) The stock option was issued in Connection with the Reporting Person serving as Board Director and vested proportionately over a three-year period on each annual period beginning on August 22, 2019; the stock option fully vested on August 22, 2021.
  - (2) The stock option was issued with the Reporting Person serving on Board Committees for the prior year and immediately vested upon issuance.

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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