

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**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

1. Name and Address of Reporting Person* <u>Cohen Scott Jeffrey</u> <hr/> (Last) (First) (Middle) C/O THE GREENROSE HOLDING COMPANY INC. 111 BROADWAY <hr/> (Street) AMITYVILLE NY 11701 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/22/2021	3. Issuer Name and Ticker or Trading Symbol <u>Greenrose Holding Co Inc. [ GNRS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer	5. If Amendment, Date of 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)
---------------------------------	---	--	---

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Private Warrant <sup>(1)</sup>	(2)	(3)	Common Stock	10,000 <sup>(4)</sup>	(5)	I

**Explanation of Responses:**

- Greenrose Associates LLC (the "Sponsor"), of which the reporting person is a not member, issued Class C Units which were convertible to Private Warrants. The Reporting Person elected to receive Private Warrant. The Private Warrant is non-redeemable.
- The Private Warrant became exercisable on December 30, 2021, which is the later of 30 days after completion of the Issuer's initial combination (November 26, 2021) or February 10, 2021.
- The Private Warrant will expire five years after the completion of the Issuer's initial business combination, or November 26, 2026.
- Consists of: 10,000 shares of common stock underlying the Private Warrants.
- The Private Warrant entitles the Reporting Person to purchase up to 10,000 shares of common stock of The Greenrose Holding Company Inc. at a price of \$11.50 per share, subject to adjustment.
- The Reporting Person is not a member of the Sponsor and does not have voting or investment control of the Sponsor. The Reporting Person disclaims ownership of the securities held by the Sponsor.

/s/ Scott Cohen

02/23/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

**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 Number.**