GROWLIFE, INC. Form 4 December 24, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

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0.5

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Scott Sterling C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

GROWLIFE, INC. [PHOT]

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director

10% Owner \_\_X\_\_ Other (specify

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

2315 GEORGIA VILLAGE WAY

(Street)

12/19/2014

(Month/Day/Year)

Filed(Month/Day/Year)

Officer (give title below) below) Former Officer and Director

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

5. Amount of

Securities

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SILVER SPRING, MD 20902

Common

Stock

(City) (State) (Zip)

12/19/2014

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

0.0286

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or Security (Month/Day/Year) Execution Date, if TransactionDisposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

Beneficially Form: Owned Direct (D) Following or Indirect Reported Transaction(s)

Ownership

(Instr. 4) (Instr. 3 and 4)

or Code V Amount (D) Price

1,000,000

S D

47,000,518 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)

#### Edgar Filing: GROWLIFE, INC. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
	Derivative								3 and 4)		Own
	Security				Acquired	Acquired (A) or					Follo
					(A) or						Repo
					Disposed						Trans
		of (D)							(Instr		
					(Instr. 3,						
					4, and 5)						
									Amount		
								or			
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Scott Sterling C. 2315 GEORGIA VILLAGE WAY SILVER SPRING, MD 20902

Former Officer and Director

# **Signatures**

/s/ Sterling C. 12/24/2014 Scott \*\*Signature of Date

Reporting Person

## **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).

#### **Remarks:**

- 1. Excludes the Note, the Jordan Note, and the Andrew Note (as defined below). On 09-10-2014, Sterling Scott ("Sterling") so
- 2. As a result of that sale, the Note was split up so that in its place the Company issued to (i) Jordan a new 6% Senior Secured 3. Following the transaction, Sterling Scott still beneficially owns 47,000,518 shares of common stock, of which Sterling Scot

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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