

AeroGrow International, Inc.
 Form 4
 November 30, 2016

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SMG Growing Media, Inc.

2. Issuer Name and Ticker or Trading Symbol
 AeroGrow International, Inc.
 [AERO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 14111 SCOTTSLAWN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2016

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

MARYSVILLE, OH 43041

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 11/29/2016 | | C | | 2,649,007 | A | \$ 0 |
| Common Shares | 11/29/2016 | | X | | 21,613,342 | A | \$ 2.21 |
| | | | | | 5,049,953 | D | |
| | | | | | 26,663,295 | D | |

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

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SEC 1474
 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Series B Convertible Preferred Stock | (1) | 11/29/2016 | | C | 0 | (2) (2) | Common Shares | (1) |
| Warrant for the Purchase of Common Stock | \$ 2.21 | 11/29/2016 | | X | 0 | 04/22/2016 04/22/2021 | Common Shares | (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMG Growing Media, Inc. 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041 | | X | | |

Signatures

Kathy L. Uttley as attorney-in-fact for SMG Growing Media, Inc. 11/30/2016

__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).
- (1) SMG Growing Media, Inc. purchased 2,649,007 shares of Series B Convertible Preferred Stock on April 22, 2013. Each share of Series B Convertible Preferred Stock is convertible into the number of shares of AeroGrow International, Inc. (the "Company") Common Stock equal to the conversion rate, which initially is 1:1, under the Certificate of Designations of Series B Convertible Preferred Stock, subject to adjustment as provided therein.
- (2) The Series B Convertible Preferred Stock is convertible at any time, at the holder's election, and has no expiration date.

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The Warrant entitles SMG Growing Media, Inc. to purchase a number of shares of the Company's Common Stock that, on a fully diluted (3) basis, constitute 80% of the Company's outstanding capital stock (when added to all other shares of Common Stock then owned by SMG Growing Media, Inc.), as calculated as of the date or dates of exercise.

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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