

GROWLIFE, INC.
Form 8-K
March 25, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **March 17, 2016**

GROWLIFE, INC.

(Exact name of registrant as specified in charter)

Delaware **0-50385** **90-0821083**
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

500 Union Street, Suite 810

Seattle, WA 98101

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(Address of principal executive offices and zip code)

866-781-5559

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.02 Unregistered Sales of Equity Securities.

As of March 17, 2016, GrowLife, Inc., a Delaware corporation (the “Company”), issued in excess of 5% of the current outstanding share count since the filing of its Quarterly Report on Form 10-Q filed on December 1, 2015. As of March 17, 2016, the Company issued 74,029,295 shares of common stock at \$0.007-\$0.010 per share related primarily to debt conversions. As of this date, the Company exceeded 5% since the last Quarterly Report on Form 10-Q filed on December 1, 2015.

In making the above sales without registration, we relied upon the exemption from registration contained in Section 4(a)(2) of the Securities Act of 1933, as amended.

As of March 25, 2016, the total number of shares outstanding of the Company’s common stock is 976,145,791.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GrowLife, Inc.

Date: March 25, 2016

By:

/s/ Marco Hegyi
Marco Hegyi
President