

GROWLIFE, INC.  
Form 10-Q/A  
August 22, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-50385

GrowLife, Inc.

(Exact name of registrant as specified in its charter)

Delaware            90-0821083  
(State or other        (I.R.S.  
jurisdiction of        Employer  
incorporation        Identification  
or                        No.)  
organization)

500 Union Street, Suite 406, Seattle, WA 98101  
(Address of principal executive offices and zip code)

(800) 977-5255  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting  
 company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes  No

As of August 19, 2014 there were 871,903,771 shares of the issuer’s common stock, \$0.0001 par value per share, outstanding.

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EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014 for GrowLife, Inc., filed with the Securities and Exchange Commission on August 19, 2014, as amended (the “Form 10-Q”), is solely to furnish Exhibit 101 to the Form 10-Q, which provides the consolidated financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

ITEM EXHIBITS AND REPORTS ON FORM 8-K

6.

The exhibits required to be filed herewith by Item 601 of Regulation S-K, as described in the following index of exhibits, are attached hereto unless otherwise indicated as being incorporated by reference, as follows:

(a) Exhibits

3.2 Amended and Restated Bylaws of GrowLife, Inc. dated May 23, 2014. Attached as an exhibit to the Company's Form 8-K dated June 3, 2014 and filed with the SEC on June 9, 2014, and hereby incorporated by reference.

5.1 Executive Services Agreement dated June 7, 2013 by and between GrowLife, Inc. and Robert Hunt. Attached as an exhibit to the Company's Form 8-K/A2 dated June 7, 2013 and filed with the SEC on June 25, 2014, and hereby incorporated by reference.

5.2 NonCompetition, NonSolicitation and NonDisclosure Agreement dated June 7, 2013 with Robert Hunt. Attached as an exhibit to the Company's Form 8-K/A2 dated June 7, 2013 and filed with the SEC on June 25, 2014, and hereby incorporated by reference.

5.3 Executive Employment Agreement dated November 3, 2013 by and between GrowLife, Inc. and Sterling Scott. Attached as an exhibit to the Company's Form 8-K dated November 3, 2013 and filed with the SEC on June 25, 2014, and hereby incorporated by reference.

5.4 Executive Employment Agreement dated November 3, 2013 by and between GrowLife, Inc. and John Genesi. Attached as an exhibit to the Company's Form 8-K dated November 3, 2013 and filed with the SEC on June 25, 2014, and hereby incorporated by reference.

5.5 Employment Agreement for Marco Hegyi dated December 4, 2013. Attached as an exhibit to the Company's Form 8-K/A dated December 9, 2013 and filed with the SEC on June 20, 2014, and hereby incorporated by reference.

5.6 Amended Employment Agreement for Marco Hegyi dated June 20, 2014. Attached as an exhibit to the Company's Form 8-K dated June 20, 2014 and filed with the SEC on June 20, 2014, and hereby incorporated by reference.

- 10.1 Restricted Stock Cancellation Agreement, dated April 25, 2014, by and between the Company and Eric Shevin. Attached as an exhibit to the Company's Form 8-K dated April 25, 2014 and filed with the SEC on April 30, 2014, and hereby incorporated by reference.
- 10.2 Restricted Stock Cancellation Agreement, dated April 25, 2014, by and between the Company and Alan Hammer. Attached as an exhibit to the Company's Form 8-K dated April 25, 2014 and filed with the SEC on April 30, 2014, and hereby incorporated by reference.
- 10.3 Restricted Stock Cancellation Agreement, dated April 25, 2014, by and between the Company and Tony Ciabattoni. Attached as an exhibit to the Company's Form 8-K dated April 25, 2014 and filed with the SEC on April 30, 2014, and hereby incorporated by reference.
- 10.4 Restricted Stock Cancellation Agreement, dated April 25, 2014, by and between the Company and Jeff Giarraputo. Attached as an exhibit to the Company's Form 8-K dated April 25, 2014 and filed with the SEC on April 30, 2014, and hereby incorporated by reference.
- 14.1 Code of Conduct and Ethics dated May 15, 2014. Attached as an exhibit to the Company's Form 8-K dated June 3, 2014 and filed with the SEC on June 9, 2014, and hereby incorporated by reference
- 99.1 Audit Committee Charter dated May 15, 2014. Attached as an exhibit to the Company's Form 8-K dated June 3, 2014 and filed with the SEC on June 9, 2014, and hereby incorporated by reference.
- 99.2 Compensation Committee Charter dated May 15, 2014. Attached as an exhibit to the Company's Form 8-K dated June 3, 2014 and filed with the SEC on June 9, 2014, and hereby incorporated by reference.
- 99.3 Nominations and Governance Committee Charter dated May 15, 2014. Attached as an exhibit to the Company's Form 8-K dated June 3, 2014 and filed with the SEC on June 9, 2014, and hereby incorporated by reference.
- 99.4 Insider Trading Policy dated May 15, 2014. Attached as an exhibit to the Company's Form 8-K dated June 3, 2014 and filed with the SEC on June 10, 2014, and hereby incorporated by reference.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer. Attached herewith.
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer. Attached herewith.
- 32.1 Section 906 Certifications. Attached herewith.

32.2 Section 906 Certifications. Attached herewith

101 Interactive data files pursuant to Rule 405 of Regulation S-T. (1)

(1) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GROWLIFE, INC.

(Registrant)

Date: August 19, 2014

By: /s/ Marco Hegyi  
Marco Hegyi  
President, and Director  
(Principal Executive Officer)

Date: August 19, 2014

By: /s/ Mark Scott  
Mark Scott  
Consulting Chief Financial Officer, Director  
and Secretary  
(Principal Financial and Accounting Officer)