

PHOTOTRON HOLDINGS, INC.  
Form 8-K  
October 28, 2011

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

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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)  
October 26, 2011

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PHOTOTRON HOLDINGS, INC.  
(Exact name of registrant as specified in charter)

Delaware  
(State or other Jurisdiction of Incorporation or Organization)

0-50385  
(Commission File Number)

84-1588927  
(IRS Employer Identification No.)

20259 Ventura Boulevard  
Woodland Hills, CA 91364  
(Address of Principal Executive Offices  
and zip code)

(818) 992-0200  
(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(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 26, 2011, Craig Ellins, the Registrant's Executive Chairman, agreed to terminate without consideration options to purchase 10,719,522 shares of the Registrant's common stock. On October 26, 2011, Brian B. Sagheb, the Registrant's Chief Executive Officer, Chief Financial Officer and Secretary agreed to terminate without consideration options to purchase 1,175,593 shares of the Registrant's common stock.

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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.

Phototron Holdings, Inc.

Date: October 28, 2011

By: /s/ Brian B. Sagheb  
Brian B. Sagheb  
Chief Executive Officer