

GROWLIFE, INC.
Form 4
October 15, 2014

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 *
Scott Sterling C.

(Last) (First) (Middle)
2315 GEORGIA VILLAGE WAY
(Street)

SILVER SPRING, MD 20902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GROWLIFE, INC. [PHOT]

3. Date of Earliest Transaction (Month/Day/Year)
10/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) Other (specify below)
Former Officer and Director

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)
				(A) or (D)	Price		
Common Stock	10/09/2014		S	V	2,446,900	D	
					\$ 48,599,499		
					0.05		
					(1) (2) (3)		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott Sterling C. 2315 GEORGIA VILLAGE WAY SILVER SPRING, MD 20902				Former Officer and Director

Signatures

Sterling C. Scott 10/15/2014
 __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).
- (1) Footnote (1) will be divided into (A) and (B) - (A) Excludes the Note, the Jordan Note, and the Andrew Note (each as hereinafter defined). On September 10, 2014, Sterling Scott sold his entire interest in that certain 6% Senior Secured Convertible Note (the "Note") to Jordan Wedam Scott ("Jordan") and Andrew J. Gentile ("Andrew") in a private transaction for \$413,680, which Note was originally issued by GrowLife, Inc., a Delaware corporation (formerly known as Phototron Holdings, Inc.) (the "Company") on April 5, 2012, to Mr. Scott. As of September 10, 2014, the Note and all accrued and unpaid interest on the Note was convertible into 68,247,565 shares of common stock of the Company. Jordan is Sterling Scott's independent adult son.
- (2) Footnote 1 (B) - There is no family or other relationship between Andrew and Sterling Scott. As a result of that sale, the Note was split up so that in its place GrowLife issued to (i) Jordan a new 6% Senior Secured Convertible Note in the principal amount of \$263,680 with the original issue date of March 16, 2013, amended September 10, 2014 (the "Jordan Note"), and (ii) Andrew a new 6% Senior Secured Convertible Note in the principal amount of \$150,000 with the original issue date of March 16, 2013, amended September 10, 2014 (the "Andrew Note"). As a result of that transaction, Sterling Scott holds -0- derivate securities in the Company.
- (3) Footnote (2) - Following the transaction, Sterling Scott still beneficially owns 48,599,499 shares of common stock, of which Sterling Scott's wife owns 1,598,981 shares, representing 5.1% of the outstanding stock of the Company.

Remarks:

Item 5 appears to indicate there are three Footnotes. In actuality, there are two Footnotes; Footnote 1(A) and Footnote 1(B) and Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.