

GROWLIFE, INC.
Form 4
December 22, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 MARK E

(Last) (First) (Middle)

C/O GROWLIFE, INC., 500 UNION STREET, SUITE 810

(Street)

SEATTLE, WA 98101

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/18/2015		J ⁽⁵⁾		3,000,000	A	\$ 0.01
					3,000,000	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: GROWLIFE, INC. - Form 4

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
Option to purchase Common Stock	\$ 0.01				(1)	06/30/2019	Common Stock	10,000,000
Option to purchase Common Stock	\$ 0.01				(2)	06/30/2019	Common Stock	2,000,000
Option to purchase Common Stock	\$ 0.01				(3)	06/30/2019	Common Stock	2,000,000
Option to purchase Common Stock	\$ 0.01				(4)	06/30/2019	Common Stock	2,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT MARK E C/O GROWLIFE, INC. 500 UNION STREET, SUITE 810 SEATTLE, WA 98101			Consulting CFO	

Signatures

/s/ Mark Scott 12/22/2015
 **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).

Edgar Filing: GROWLIFE, INC. - Form 4

- The Date Exercisable varies with the Option vesting dates. Option shares vest monthly over 3 years beginning one month after the
- (1) 07/01/2014 Vesting Commencement Date. One thirty-sixth (1/36th) or 277,778 option shares will vest monthly. Option has a 5 year life and cashless exercise.
 - (2) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon securing a market maker resulting in the Issuer's relisting on OTCBB. Option has a 5 year life and cashless exercise.
 - (3) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon successful approval and effectiveness of the Issuer's Form S-1. Option has a 5 year life and cashless exercise.
 - (4) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon the Issuer's resolution of the class action lawsuit. Option has a 5 year life and cashless exercise. This was earned as of August 17, 2015.
 - (5) Shares issued for conversion of \$30,000 debt.

Remarks:

On 12-18-2015, the Exercise Price of the Options to purchase Common Stock is adjusted to \$0.01 per share.

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.