

GROWLIFE, INC.
Form 4
August 04, 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 MARK E

(Last) (First) (Middle)

C/O GROWLIFE, INC., 500 UNION STREET, SUITE 406

(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)
07/31/2014

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount
			Code	(A)	(D)			Number of Shares
Option to purchase Common Stock	\$ 0.07	07/31/2014	A	10,000,000	(1)	06/30/2019	Common Stock	10,000,000
Option to purchase Common Stock	\$ 0.07	07/31/2014	A	2,000,000	(2)	06/30/2019	Common Stock	2,000,000
Option to purchase Common Stock	\$ 0.07	07/31/2014	A	2,000,000	(3)	06/30/2019	Common Stock	2,000,000
Option to purchase Common Stock	\$ 0.07	07/31/2014	A	2,000,000	(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 406 SEATTLE, WA 98101	X		Consulting CFO	

Signatures

/s/ Mark Scott 08/04/2014

**Signature of Reporting Person

Date

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).

- 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.

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- (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.

Remarks:

On July 31, 2014, Mark Scott was engaged as Consulting Chief Financial Officer effective as of July 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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