

GROWLIFE, INC.  
Form 8-K  
October 25, 2016

**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 21, 2016**

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**GROWLIFE, INC.**

(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction of incorporation)

0-50385  
(Commission File Number)

90-0821083  
(IRS Employer Identification No.)

**5400 Carillon Point**

**Kirkland, WA 98033**

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(Address of principal executive offices and zip code)

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**(866) 781-5559**

(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 under the Exchange Act (17 CFR 240.14a-12)
  - 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 8.01 Other Events.**

On October 21, 2016, Mr. Mark Scott, GrowLife, Inc.'s Chief Financial Officer, cancelled stock option grants totaling 12,000,000 shares of the Company's common stock at \$0.01 per share. Mr. Scott has an additional 2,000,000 share stock option grant which continues to vest monthly over 36 months and a 2,000,000 share stock option grant which vests upon the achievement of certain performance goals related to acquisitions.

Also, Mr. Scott converted \$40,000 in deferred compensation into 4,000,000 shares of the Company's common stock at \$0.01 per share. The price per share was based on the thirty day trailing average.

In addition, Mr. Scott was granted 6,000,000 shares of the Company's common stock at \$0.01 per share. The price per share was based on the thirty day trailing average.

**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.

**GROWLIFE, INC.**

Date: October 25, 2016

By:

/s/ Marco Hegyi  
Marco Hegyi  
Chief Executive Officer