

GROWLIFE, INC.
Form 4
October 25, 2016

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., 5400
CARILLON POINT**

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/21/2016 | | J ⁽³⁾ | | 4,000,000 | A | \$ 0.01 |
| Common Stock | 10/21/2016 | | A | | 6,000,000 | A | \$ 0.01 |
| | | | | | 7,000,000 | D | |
| | | | | | 13,000,000 | D | |

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

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

| 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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Option to purchase Common Stock | \$ 0.01 | 10/21/2016 | | J ⁽⁴⁾ | 12,000,000 | <u>(1)</u> | 06/30/2019 | Common Stock | 12,000,000 |
| Option to purchase Common Stock | \$ 0.01 | | | | | <u>(2)</u> | 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. 5400 CARILLON POINT KIRKLAND, WA 98033 | | | Consulting CFO | |

Signatures

/s/ Mark Scott 10/25/2016
 **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) The Date Exercisable varies with the Option vesting dates. Option shares vest monthly over thirty six months beginning on the 07/01/2014 Vesting Commencement Date. Option has a 5 year life and cashless exercise.
- (2) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon closing of an acquisition, completion of integration and filing of the Form 8-K with audited financial statements. Option has a 5 year life and cashless exercise.
- (3) Shares issued for conversion of \$40,000 debt.
- (4) Cancellation of Options.

Remarks:

On 10-21-2016, 12,000,000 Options were cancelled. There remain 4,000,000 Options held.

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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