

GROWLIFE, INC.  
Form 8-K  
September 17, 2012

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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)

September 14, 2012

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**GROWLIFE, INC.**

(Exact name of registrant as specified in charter)

Delaware

(State or other Jurisdiction of Incorporation or Organization)

**0-50385**

(Commission File Number)

**84-1588927**

(IRS Employer Identification No.)

**717 E. Gardena Blvd., Gardena, California 90248**

(Address of Principal Executive Offices and zip code)

(818) 992-0200

(Registrant's telephone  
number, including area code)

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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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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 4.01 Changes in Registrant's Certifying Accountant.**

On September 14, 2012, GrowLife Inc. (the "Registrant") dismissed Weinberg & Co. P.A. ("Weinberg") as its independent registered public accounting firm. The decision was approved by the Audit Committee of the Registrant's Board of Directors.

The reports of Weinberg on the Registrant's financial statements for the fiscal years ended December 31, 2011 and 2010 did not contain an adverse opinion or disclaimer of opinion and were not modified as to uncertainty, audit scope, or accounting principles, except the report did contain an explanatory paragraph related to the Registrant's ability to continue as a going concern. During the Registrant's fiscal years ended December 31, 2011 and 2010, and the subsequent period through the date of this report, there were (i) no disagreements with Weinberg on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Weinberg would have caused Weinberg to make reference to the subject matter of the disagreements in connection with its report, and (ii) no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Registrant provided Weinberg with a copy of the disclosures made in this Current Report on Form 8-K and requested that Weinberg furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the Registrant's statements herein and, if not, stating the respects in which it does not agree. A copy of the letter furnished by Weinberg is attached as Exhibit 16.1 hereto.

On September 14, 2012 the Registrant engaged Anton & Chia, LLP as the Registrant's new independent registered public accounting firm. The appointment of Anton & Chia, LLP was approved by the Audit Committee of the Registrant's Board of Directors. During our two (2) most recent fiscal periods ended December 31, 2011 and 2010 and the subsequent interim periods ended June 30, 2012, we did not consult with Anton & Chia, LLP on (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that may be rendered on the Company's financial statements, and Anton & Chia, LLP did not provide either a written report or oral advice to the Company that was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; or (ii) the subject of any disagreement, as defined in Item 304 (a)(1)(iv) of Regulation S-K and the related instructions, or a reportable event within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits.

- (d) Letter from Weinberg & Co. P.A. dated September 17, 2012.  
16.1

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.

**Phototron Holdings, Inc.**

Date: September 17, 2012

By: /s/ Sterling Scott

Sterling Scott

Chief Executive Officer