

GROWLIFE, INC.
Form 4
October 16, 2014

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 Sterling C.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2315 GEORGIA VILLAGE WAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2014

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Officer and Director

SILVER SPRING, MD 20902

(City) (State) (Zip)

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

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/13/2014 | | S | 598,981 D \$ 0.045 | 49,987,950 (1) (2) (3) | 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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|-----------------------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| Scott Sterling C. 2315 GEORGIA VILLAGE WAY SILVER SPRING, MD 20902 | | | Former Officer and Director | | |

Signatures

/s/ Sterling C. Scott
10/16/2014

**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).
- Excludes the Note, the Jordan Note, and the Andrew Note (as defined below). On 09-10-2014, Sterling Scott ("Sterling") sold his entire interest in that certain 6% Senior Secured Convertible Note ("Note") to Jordan Wedam Scott ("Jordan") and Andrew J. Gentile ("Andrew") in a private transaction for \$413,680, which Note was originally issued by GrowLife, Inc. ("Company") to Sterling on 04-05-2012. As of 09-10-2014, the Note and all accrued and unpaid interest on the Note was convertible into 68,247,565 shares of Company common stock. Jordan is Sterling's independent adult son.
- (1) As a result of that sale, the Note was split up so that in its place the Company issued to (i) Jordan a new 6% Senior Secured Convertible Note in the principal amount of \$263,680 with the original issue date of 03-16-2013, amended 09-10-2014 ("Jordan Note"), and (ii) Andrew a new 6% Senior Secured Convertible Note in the principal amount of \$150,000 with the original issue date of 03-16-2013, amended 09-10-2014 ("Andrew Note"). As a result of that transaction, Sterling holds -0- derivate securities in the Company.
 - (2) Following the transaction, Sterling Scott still beneficially owns 49,987,950 shares of common stock, of which Sterling Scott's wife owns 2,987,432 shares, representing 5.3% of the outstanding stock of the Company.

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.