

True Drinks Holdings, Inc.
Form 4
August 18, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Smith Vincent C

2. Issuer Name and Ticker or Trading Symbol
True Drinks Holdings, Inc. [TRUU]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2560 E. CHAPMAN AVENUE #173
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2015

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

ORANGE, CA 92869

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 07/30/2015 | | C | | 44,666,667 ⁽²⁾ | A | <u>(1)</u> |
| Common Stock | | | | | 1,459,329 | I | Vincent C. Smith, Jr. Annuity Trust 2015-1 ⁽³⁾ |
| Common Stock | | | | | 1,021,455 | D | ⁽⁵⁾ LB 2, LLC ⁽⁴⁾ |

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.

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(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 (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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Convertible Preferred Stock ⁽¹⁾ | ⁽¹⁾ | 07/30/2015 | | C | 67,000 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 44,666,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Vincent C 2560 E. CHAPMAN AVENUE #173 ORANGE, CA 92869 | | | X | |

Signatures

/s/ Vincent C. Smith 08/18/2015

 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).
- (1) On February 20, 2015, the Issuer entered into a Securities Purchase Agreement with LB 2, LLC, a California limited liability company ("LB 2"), as amended by Amendment No. 1 to Securities Purchase Agreement, dated as of March 26, 2015 (as amended, the "Purchase Agreement"), pursuant to which LB 2 purchased (i) an aggregate of 67,000 shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Preferred") and warrants (the "Warrants") to purchase an aggregate of 15,633,333 shares of the Issuer's Common Stock (the "Common Stock"). Each share of Series C Preferred had a stated value of \$100 per share, and was convertible into that number of shares of Common Stock equal to the stated value, divided by \$0.15 per share. As a result, the 67,000 shares of Series C Preferred were

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convertible into 44,666,667 shares of the Common Stock (the "Conversion Shares").

- (2) The amount reported in this column reflects the Conversion Shares received by the Reporting Person as a result of the conversion of the 67,000 shares of Series C Preferred into 44,666,667 shares of the Common Stock.

The reported securities are held by the Vincent C. Smith, Jr. Annuity Trust 2015-1 (the "GRAT"). The Reporting Person is the sole trustee of the GRAT and has retained investment control over the securities contributed to the GRAT. Prior to the conversion of the Series

- (3) C Preferred, the Reporting Person transferred all of the shares of Series C Preferred and all of the Warrants held by LB 2 to the GRAT. As a result of the transfer and conversion of the Series C Preferred, the GRAT holds all of the Conversion Shares. In addition, the GRAT holds all of the Warrants, which are immediately exercisable.
- (4) The reported shares are held by LB 2. The Reporting Person is the Manager of LB 2 and has sole power to vote and dispose of the Common Stock held by LB 2.
- (5) The reported shares are held in an Investment Retirement Account of which the Reporting Person is the sole owner. These shares are in addition to the shares reported as being beneficially owned by the Reporting Person in the prior rows.
- (6) The Series C Preferred Stock was exercisable immediately upon issuance and had no expiration date.

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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