

GROWLIFE, INC.  
Form 8-K  
December 02, 2013

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)  
November 30, 2013

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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)

90-0821083  
(IRS Employer Identification  
No.)

20301 Ventura Blvd, Suite 126  
Woodland Hills, California 91364  
(Address of Principal Executive  
Offices and zip code)

(800) 977-5255  
(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(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))



Item 1.01. Entry into a Material Definitive Agreement.

On November 30, 2013, GrowLife, Inc., a Delaware corporation (the “Company”) entered into a first amendment to Amended and Restated 6% Senior Secured Convertible Note (the “Amendment”) which is to amend and supplement the terms and conditions of an amended and restated 6% senior secured convertible note originally issued April 5, 2012 by and between the Company (formerly Phototron Holdings, Inc.) and Sterling C. Scott.

A fully executed copy of the Amendment is attached as Exhibit 10.1 to this Form 8-K.

Mr. Scott has a material relationship with the Company. Mr. Scott is the Company’s Chairman and Chief Executive Officer.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 First Amendment to Amended and Restated 6% Senior Secured Convertible Note dated November 30, 2013

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.

Date: December 2,  
2013

GrowLife, Inc.  
By: /s/John Genesi  
  
John Genesi  
Chief Financial  
Officer