

GROWLIFE, INC.
Form 4/A
July 23, 2014

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 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)
20301 VENTURA BLVD., SUITE 126
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2014

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

WOODLAND HILLS, CA 91364
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
07/14/2014

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)
Common	07/03/2014		M	(A) or (D) A	795,455 \$ 54,747,073 0.085	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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
Option (3)	\$ 0.085	07/03/2014		M	12,000,000 (3)	11/03/2013 11/03/2023	Common Stock	12,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scott Sterling C. 20301 VENTURA BLVD., SUITE 126 WOODLAND HILLS, CA 91364		X		Former Officer and Director

Signatures

/s/ Sterling Scott 07/23/2014

**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).

(1) On July 3, 2014, Sterling Scott was issued 795,455 shares of Common Stock of GrowLife, Inc. pursuant to a stock option exercise. Mr. Scott's previous Form 4 filing on this issuance did not mention the nature of his acquisition. Mr. Scott's Form 4 filing on July 14, 2014 is amended as set forth herein.

(2) At the end of this transaction, Sterling Scott beneficially owns 54,747,073 shares of common stock, of which Sterling Scott's wife owns 6,079,888.

(3) On November 3, 2013, Sterling Scott was issued 12,000,000 stock options with an exercise price of \$0.085 per share. As of Mr. Scott's resignation from GrowLife, Inc. on 5/18/14, 3,500,000 options vested and the remaining 8,500,000 options expired. On July 3, 2014, Mr. Scott exercised his 3,500,000 options which were converted into 795,455 shares of Common Stock of GrowLife, Inc. issued by GrowLife to Mr. Scott as reported in Table I above.

(4) At the end of this transaction, Sterling Scott holds derivative securities in the form of a convertible note exercisable into 65,721,714 shares of Common Stock of GrowLife, Inc.

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.