

GROWLIFE, INC.
Form 3
August 04, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
SCOTT MARK E		(Month/Day/Year)	GROWLIFE, INC. [PHOT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		07/31/2014		
C/O GROWLIFE, INC., 500 UNION STREET, SUITE 406			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Consulting CFO	
SEATTLE, WA 98101				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Option to purchase Common Stock	Â (1)	06/30/2019	Common Stock	10,000,000	\$ 0.07	D	Â
Option to purchase Common Stock	Â (2)	06/30/2019	Common Stock	2,000,000	\$ 0.07	D	Â
Option to purchase Common Stock	Â (3)	06/30/2019	Common Stock	2,000,000	\$ 0.07	D	Â
Option to purchase Common Stock	Â (4)	06/30/2019	Common Stock	2,000,000	\$ 0.07	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT MARK E C/O GROWLIFE, INC. 500 UNION STREET, SUITE 406 SEATTLE, WA 98101	Â	Â	Â Consulting CFO	Â

Signatures

/s/ Mark Scott 08/04/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- The Date Exercisable varies with the Option vesting dates. Option shares vest monthly over 3 years beginning one month after the
- (1) 07/01/2014 Vesting Commencement Date. One thirty-sixth (1/36th) or 277,778 option shares will vest monthly. Option has a 5 year life and cashless exercise.
 - (2) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon securing a market maker resulting in the Issuer's relisting on OTCBB. Option has a 5 year life and cashless exercise.
 - (3) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon successful approval and effectiveness of the Issuer's Form S-1. Option has a 5 year life and cashless exercise.
 - (4) The Date Exercisable varies with the Option vesting date. Option shares vest immediately upon the Issuer's resolution of the class action lawsuit. Option has a 5 year life and cashless exercise.

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Remarks:

On July 31, 2014, Mark Scott was engaged as Consulting Chief Financial Officer effective as of July 31, 2014.

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.