

GROWLIFE, INC.  
Form 8-K  
April 08, 2015

**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) **April 1, 2015**

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**GROWLIFE, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
\_\_\_\_\_  
(State or other jurisdiction of incorporation)

**0-50385**  
\_\_\_\_\_  
(Commission File Number)

**90-0821083**  
\_\_\_\_\_  
(IRS Employer Identification No.)

**500 Union Street, Suite 810**

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**Seattle, WA 98101**

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(Address of principal executive offices and zip code)

**(800) 977-5255**

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(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 under the Exchange Act (17 CFR 240.14a-12)
  - 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

GrowLife, Inc. (the “Company”) entered into a 6% Senior Secured Convertible Note on March 16, 2012. On April 1, 2015, the Company entered into Amendment 1 of the Amended and Restated 6% Senior Secured Convertible Notes with the two holders. The Amendment 1 provides for interest of 12% effective April 8, 2014 and extends the due date to September 15, 2015. Per the terms of the Amendment 1, the principal of \$413,680 and accrued interest can be converted into shares of the Company’s common stock at a per share conversion price of \$0.007.

The foregoing description of the Amendment 1 to the Amended and Restated 6% Senior Secured Convertible Notes is qualified in its entirety by reference to the Amendment 1 to the Amended and Restated 6% Senior Secured Convertible Notes, copies of which are attached to this Current Report on Form 8-K as Exhibits 10.1 and 10.2 and are incorporated by reference into this 1.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<u>10.1</u>	<u>Amendment 1 to Amended and Restated 6% Senior Secured Convertible Note with Andrew J. Gentile.</u>
<u>10.2</u>	<u>Amendment 1 to Amended and Restated 6% Senior Secured Convertible Note with Jordan W. Scott.</u>

**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.

**GrowLife, Inc.**

Date: April 8, 2015 By:

/s/ Marco Hegyi  
Marco Hegyi  
President

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