

Barnes Joseph  
Form 4  
August 17, 2017

**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 \*  
Barnes Joseph

(Last) (First) (Middle)

C/O GROWLIFE, INC., 5400  
CARILLON POINT

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GROWLIFE, INC. [PHOT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres. GrowLife Hydroponics Inc

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 (Instr. 4)
Common Stock				(A) or (D) Price	300,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Securities (Instr. 3 and 4)
Option to purchase Common Stock	\$ 0.01 <sup>(1)</sup>			V		10/10/2014 10/09/2019	Common Stock	2,000,000
Option to purchase Common Stock	\$ 0.01 <sup>(1)</sup>					<sup>(2)</sup> 10/09/2019	Common Stock	6,000,000
Option to purchase Common Stock	\$ 0.007	08/15/2017		A	10,000,000	<sup>(3)</sup> 08/14/2021	Common Stock	10,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barnes Joseph C/O GROWLIFE, INC. 5400 CARILLON POINT KIRKLAND, WA 98033			Pres. GrowLife Hydroponics Inc	

## Signatures

/s/ Joseph Barnes 08/17/2017  
 \*\*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 10-12-2016, the Issuer repriced the Option from a Conversion Price of \$0.05 to \$0.01 per share.
- (2) The Date Exercisable varies with the Option vesting dates. Option shares vest monthly over 3 years beginning one month after the 10/10/2014 Vesting Commencement Date. One thirty-sixth (1/36th) or 166,666 option shares will vest monthly.
- (3) The Date Exercisable varies with the Option vesting dates. Option shares vest quarterly over 3 years beginning one quarter after the 08/15/2017 Vesting Commencement Date. One twelfth (1/12th) or 833,333 option shares will vest quarterly.

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.