

Manns Justin
Form 3
July 05, 2012

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	
Manns Justin		(Month/Day/Year)	PHOTOTRON HOLDINGS, INC. [PHOT]	
(Last)	(First)	(Middle)	06/28/2012	
717 E. GARDENA BLVD.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
GARDENA, CA 90248			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Financial Officer	

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)
Common Stock	7,703,205	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I)	
						(Instr. 5)	
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	3,385,485 (1)	\$ (1)		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manns Justin 717 E. GARDENA BLVD. GARDENA, CA 90248	Â X	Â	Â Chief Financial Officer	Â

Signatures

/s/ Justin Manns 07/05/2012

__Signature of Date
Reporting Person

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 shares of Series A Preferred Stock vest 100% if SG Technologies Corp, the Issuer's wholly-owned subsidiary, achieves, prior to May 1, 2013, the financial milestones set forth in that certain Agreement and Plan of Merger, dated as of March 21, 2012, by and among the Issuer and the other parties signatory thereto. The shares of Series A Preferred Stock are convertible into shares of common stock at a rate (1) of 23 shares of common stock for each share of Series A Preferred Stock immediately and automatically upon the earlier of (a) a date specified by written consent of (i) the holders of a majority of the shares of Series A Preferred Stock then outstanding and (ii) W-Net Fund I, L.P., a Delaware limited partnership, and (b) October 5, 2013. The holders of Series A Preferred Stock may not voluntarily convert shares of Series A Preferred Stock into shares of common stock.

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.