

PHOTOTRON HOLDINGS, INC.
Form 3
December 29, 2011

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	
Â WEINER DAVID		(Month/Day/Year)	PHOTOTRON HOLDINGS, INC. [PHOT.PK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/22/2011		
12400 VENTURA BLVD.,,Â SUITE 327			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
STUDIO CITY,Â CAÂ 91604			(give title below) (specify below)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<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)
Common Stock	13,006,242	I	By W-Net Fund I, L.P. ⁽¹⁾
Common Stock	1,884,796	I	By 20259 Ventura Blvd., a California Limited Partnership ⁽²⁾

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
			Title				
Warrant to Purchase Common Stock	10/12/2011	10/12/2016	Common Stock	1,748,954	\$ 0.1	I	By W-Net Fund I, L.P. ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEINER DAVID 12400 VENTURA BLVD., SUITE 327 STUDIO CITY, CA 91604	Â	Â X	Â	Â

Signatures

/s/ David Weiner 12/29/2011

**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).

(1) The reporting person is the manager of W-Net Fund GPI, LLC, the general partner of W-Net Fund I, L.P., and in such capacity has voting and investment control over the securities, and therefore may be deemed a beneficial owner of these securities. The reporting person disclaims beneficial ownership of the securities held indirectly, except to the extent of his pecuniary interest therein.

(2) The reporting person is the manager of 20259 Ventura Affiliates, LLC, the general partner of 20259 Ventura Blvd., a California Limited Partnership, and in such capacity has voting and investment control over the securities, and therefore may be deemed a beneficial owner of these securities. The reporting person disclaims beneficial ownership of the securities held indirectly, except to the extent of his pecuniary interest therein.

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.