Barnes Joseph Form 4 April 26, 2019

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287 January 31,

Expires:

2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Barnes Joseph

GROWLIFE, INC. [PHOT]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

C/O GROWLIFE, INC., 5400

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/26/2019

Symbol

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below) Pres. GrowLife Hydroponics Inc

CARILLON POINT

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

KIRKLAND, WA 98033

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

Common

Stock

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. Transactio Code (Instr. 8)	5. DrNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 0.01					10/10/2014	10/12/2022(1)	Common Stock	2,000,000
Option to purchase Common Stock	\$ 0.01					(2)	10/12/2022(2)	Common Stock	6,000,000
Option to purchase Common Stock	\$ 0.007					<u>(3)</u>	08/14/2021	Common Stock	10,000,00
Option to purchase Common Stock	\$ 0.012					<u>(4)</u>	10/14/2023	Common Stock	18,000,00

# **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	04/26/2019
Barnes	04/20/2019

\*\*Signature of Date
Reporting Person

Reporting Owners 2

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## **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) Effective 04/26/2019, the Expiration Date is amended to 10/12/2022.
- (2) Option shares are vested. Effective 04/26/2019, the Expiration Date is amended to 10/12/2022.
- The Date Excercisable varies with the Option vesting dates. Option shares vest quarterly over 3 years beginning one quarter after the 08/15/2017 Vesting Commencement Date.
- (4) The Date Excercisable varies with the Option vesting dates. Option shares vest quarterly over 3 years beginning one quarter after the 10/15/2018 Vesting Commencement Date.

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.