

BORUS JUSTIN B

Form 4

June 15, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**LAZARUS INVESTMENT
PARTNERS LLLP**

(Last) (First) (Middle)

**3200 CHERRY CREEK SOUTH
DRIVE, SUITE 670**

(Street)

DENVER, CO 80209

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**AeroGrow International, Inc.
[AERO.OB]**

3. Date of Earliest Transaction
(Month/Day/Year)
05/31/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/31/2012		L		157,500	A	\$ 0.0134	69,678,353 D
Common Stock	06/01/2012		J ⁽¹⁾		18,107,854	A	\$ 0.01	69,835,853 D
Common Stock	06/01/2012		J ⁽¹⁾		14,736,781	A	\$ 0.01	87,943,707 D
Common Stock	06/13/2012		L		100,000	A	\$ 0.016	88,043,707 D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Underlying (Instr. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Warrants	\$ 0.07 <u>(1)</u>	06/01/2012		J <u>(1)</u>			7,166,667	04/11/2012	04/11/2017	Common Stock
Common Stock Warrants	\$ 0.2 <u>(1)</u>	06/01/2012		J <u>(1)</u>			666,667	01/05/2010	10/28/2015	Common Stock
Common Stock Warrants	\$ 0.2 <u>(1)</u>	06/01/2012		J <u>(1)</u>			5,000,000	06/24/2010	05/06/2015	Common Stock
Common Stock Warrants	\$ 0.2	06/01/2012		J <u>(1)</u>			4,824,521	05/06/2010	05/06/2015	Common Stock
Common Stock Warrants	\$ 0.25	06/01/2012		J <u>(1)</u>			250,000	09/01/2009	08/31/2014	Common Stock
Common Stock Warrants	\$ 0.25	06/01/2012		J <u>(1)</u>			200,000	11/09/2009	11/08/2014	Common Stock
Common Stock Warrants	\$ 0.01	06/01/2012		J <u>(2)</u>	14,736,781			05/31/2012	05/31/2012	Common Stock
Common Stock Warrants	\$ 0.01	06/01/2012		J <u>(2)</u>		14,736,781		05/31/2012	05/31/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAZARUS INVESTMENT PARTNERS LLLP
3200 CHERRY CREEK SOUTH DRIVE
SUITE 670
DENVER, CO 80209

X

BORUS JUSTIN B
3200 CHERRY CREEK SOUTH DRIVE
SUITE 670
DENVER, CO 80209

X

Lazarus Management Co LLC
3200 CHERRY CREEK SOUTH DRIVE
SUITE 670
DENVER, CO 80209

X

Signatures

/s/ Justin Borus, individually, and as managing member of Lazarus Management Company
LLC for itself and as general partner of Lazarus Investment Partners LLLP

06/15/2012

__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) Issuer made a public announcement and notified its shareholders that it was temporarily reducing the exercise price on all outstanding warrants to purchase Common Stock to \$.01 per share and Lazarus Investment Partners LLLP ("Lazarus") exercised all of its outstanding common stock warrants for Common Stock at this reduced exercise price.
- (2) In connection with its offer to allow warrants to be exercised at a \$.01 per share exercise price, the Issuer issued new Warrants to Lazarus as an inducement for its exercising its existing Warrants and Lazarus exercised these new Warrants contemporaneously with their issuance at the exercise price of \$.01 per share.

Remarks:

The reported securities are owned directly by Lazarus Investment Partners LLLP, and indirectly by Lazarus Management Company.

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.