

Barnes Joseph  
Form 4  
October 17, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

10/15/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Pres. GrowLife Hydroponics Inc

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code	V Amount (D) Price	300,000	D	

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

**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.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option to purchase Common Stock	\$ 0.01 <sup>(1)</sup>							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							<sup>(3)</sup>	08/14/2021	Common Stock	10,000,000
Option to purchase Common Stock	\$ 0.012	10/15/2018		A		18,000,000		<sup>(4)</sup>	10/14/2023	Common Stock	18,000,000

## 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 10/17/2018

                    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.

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- (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.
- (4) The Date Exercisable 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.  
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