

AeroGrow International, Inc.
Form 4
November 30, 2016

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 *
SMG Growing Media, Inc.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

14111 SCOTTS LAWN ROAD

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2016

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

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	11/29/2016		C		2,649,007	A	\$ 0
Common Shares	11/29/2016		X		21,613,342	A	\$ 2.21

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)

Edgar Filing: AeroGrow International, Inc. - Form 4

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Series B Convertible Preferred Stock	(1)	11/29/2016		C	0	(2) (2)	Common Shares	(1)
Warrant for the Purchase of Common Stock	\$ 2.21	11/29/2016		X	0	04/22/2016 04/22/2021	Common Shares	(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMG Growing Media, Inc. 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041			X	

Signatures

Kathy L. Uttley as attorney-in-fact for SMG Growing Media, Inc. 11/30/2016

__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) SMG Growing Media, Inc. purchased 2,649,007 shares of Series B Convertible Preferred Stock on April 22, 2013. Each share of Series B Convertible Preferred Stock is convertible into the number of shares of AeroGrow International, Inc. (the "Company") Common Stock equal to the conversion rate, which initially is 1:1, under the Certificate of Designations of Series B Convertible Preferred Stock, subject to adjustment as provided therein.
- (2) The Series B Convertible Preferred Stock is convertible at any time, at the holder's election, and has no expiration date.

Edgar Filing: AeroGrow International, Inc. - Form 4

The Warrant entitles SMG Growing Media, Inc. to purchase a number of shares of the Company's Common Stock that, on a fully diluted (3) basis, constitute 80% of the Company's outstanding capital stock (when added to all other shares of Common Stock then owned by SMG Growing Media, Inc.), as calculated as of the date or dates of exercise.

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.