

BORUS JUSTIN B
Form 4
June 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3200 CHERRY CREEK SOUTH DRIVE, SUITE 670

(Street)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

DENVER, CO 80209

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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
Common Stock	06/01/2012		J ⁽¹⁾		18,107,854	A	\$ 0.01
Common Stock	06/01/2012		J ⁽¹⁾		14,736,781	A	\$ 0.01
Common Stock	06/13/2012		L		100,000	A	\$ 0.016

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

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