

BORUS JUSTIN B
Form 4
April 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
11/03/2010

___ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/11/2012		J ⁽¹⁾		9,555,556	A	(1)
Common Stock	04/11/2012		J ⁽¹⁾		45,386,016	A	(5)

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

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SEC 1474
(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. 7)
					(A)	(D)	Date Exercisable	Expiration Date	
Convertible Note	\$ 0.1	11/03/2010		J ⁽³⁾		\$ 32,959	11/03/2010	05/06/2013	Common Stock
Convertible Note	\$ 0.1	02/01/2011		J ⁽³⁾		\$ 20,475.14	02/01/2011	05/06/2013	Common Stock
Convertible Note	\$ 0.18	10/03/2011		J ⁽⁴⁾		\$ 200,000	11/05/2010	07/28/2011	Common Stock
Series A Preferred Stock	\$ 0.2	04/11/2012		J ⁽¹⁾		860	06/30/2009	⁽²⁾	Common Stock
Series A Preferred Warrants	\$ 1,250	04/11/2012		J ⁽¹⁾		430	06/30/2009	06/30/2014	Series A Preferred Stock
Common Stock Warrants	\$ 0.07	04/11/2012		J ⁽¹⁾		7,166,667	04/11/2012	04/11/2017	Common Stock
Convertible Note	\$ 0.1	04/11/2012		J ⁽⁵⁾		\$ 32,959	11/03/2010	05/06/2013	Common Stock
Convertible Note	\$ 0.1	04/11/2012		J ⁽⁵⁾		\$ 20,475.14	02/01/2011	05/06/2013	Common Stock
Convertible Note	\$ 0.1	04/11/2012		J ⁽⁵⁾		\$ 482,452.05	05/06/2010	05/06/2013	Common Stock
Convertible Note	\$ 0.1	04/11/2012		J ⁽⁵⁾		\$ 500,000	06/24/2010	05/06/2013	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		X		

3200 CHERRY CREEK SOUTH DRIVE
SUITE 670
DENVER, CO 80209

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

04/23/2012

__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).
These transactions were part of a reclassification pursuant to which the issuer exchanged all of its outstanding shares of Series A Preferred Stock for Common Stock and its Series A Warrants became Warrants to purchase shares of Common Stock with the Series A
(1) Warrants held by reporting persons becoming exercisable for 4,777,778 shares of Common Stock. In addition, as part of the reclassification there was a 50% Common Warrant dividend that gave reporting persons a Common Warrant to purchase 2,388,889 shares of Common Stock.
(2) Series A can be converted at any time.
(3) Received as interest payment on other outstanding convertible notes.
(4) Payment in full for cash.
(5) All outstanding convertible notes were exchanged for Common Stock with reporting person receiving a total of 45,386,016 shares of Common Stock in exchange for cancellation of \$1,035,886.42 in principal and \$98,763.96 in accrued interest.

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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