

BORUS JUSTIN B
Form 4
September 25, 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)
07/26/2012

___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/26/2012 ⁽¹⁾ | | P | | 27,000 A \$ 0.013 | 88,070,707 | D |
| Common Stock | 07/30/2012 ⁽¹⁾ | | P | | 500,000 A \$ 0.0135 | 88,570,707 | D |
| Common Stock | 07/31/2012 ⁽¹⁾ | | P | | 69,375 A \$ 0.014 | 88,640,082 | D |
| Common Stock | 08/01/2012 ⁽¹⁾ | | P | | 40,869 A \$ 0.0146 | 88,680,951 | D |
| Common Stock | 08/02/2012 ⁽¹⁾ | | P | | 14,000 A \$ 0.0126 | 88,694,951 | D |

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| | | | | | | | |
|--------------|---------------------------|------------------|-----------|---|-----------|------------|---|
| Common Stock | 08/08/2012 ⁽¹⁾ | P | 15,000 | A | \$ 0.016 | 88,709,951 | D |
| Common Stock | 08/17/2012 ⁽¹⁾ | P | 10,000 | A | \$ 0.0145 | 88,719,951 | D |
| Common Stock | 08/31/2012 ⁽¹⁾ | P | 10,000 | A | \$ 0.0131 | 88,729,951 | D |
| Common Stock | 09/04/2012 ⁽¹⁾ | P | 10,000 | A | \$ 0.0131 | 88,739,951 | D |
| Common Stock | 09/05/2012 ⁽¹⁾ | P | 10,000 | A | \$ 0.0132 | 88,749,951 | D |
| Common Stock | 09/06/2012 ⁽¹⁾ | P | 10,000 | A | \$ 0.0145 | 88,759,951 | D |
| Common Stock | 09/18/2012 | J ⁽²⁾ | 1,500,000 | A | \$ 0 | 90,259,951 | 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.

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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 and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAZARUS INVESTMENT PARTNERS LLLP 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 | | X | | |

DENVER, CO 80209

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

09/25/2012

__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) Not required to be reported earlier since purchases for less than a total of \$10,000.
- (2) Shares were issued in connection with the purchase of a Promissory Note in the principal amount of \$150,000 for a purchase price of \$150,000. No additional payment was made for the Common Stock.

Remarks:

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

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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