

True Drinks Holdings, Inc.
Form 4
October 20, 2015

FORM 4

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

OMB APPROVAL

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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 *
Smith Vincent C

(Last) (First) (Middle)
2560 E. CHAPMAN AVENUE #173
(Street)
ORANGE, CA 92869
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
True Drinks Holdings, Inc. [TRUU]

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C Convertible Preferred Stock ⁽¹⁾ ⁽²⁾	<u>(1)</u> <u>(2)</u>	10/16/2015	P		8,823		<u>(3)</u>	<u>(3)</u>	Common Stock	5,882, <u>(2)</u>
Common Stock Warrant (Right to Acquire) ⁽⁵⁾	\$ 0.17 ⁽⁵⁾	10/16/2015	P		1,816,500		<u>(6)</u>	<u>(6)</u>	Common Stock	1,816,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Vincent C 2560 E. CHAPMAN AVENUE #173 ORANGE, CA 92869		X		

Signatures

/s/ Vincent C. Smith 10/20/2015

 **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).

On October 16, 2015, the Issuer entered into Amendment No. 1 to the Securities Purchase Agreement (the "Amendment") with Red Beard Holdings, LLC, a Delaware limited liability company ("Red Beard"), which amended the terms of that certain Securities Purchase Agreement, originally entered into by the parties on August 13, 2015. Pursuant to the Amendment, Red Beard purchased an additional 8,823 shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Preferred") effective as of October 16, 2015 (the "Amendment Closing") for \$113.33 per share.

(1) Each share of Series C Preferred has a stated value of \$100 per share (the "Stated Value") and is convertible into that number of shares of the Issuer's Common Stock (the "Common Stock") equal to the Stated Value, divided by \$0.15 per share. As a result, the 8,823 shares of Series C Preferred are convertible into 5,882,000 shares of the Common Stock.

(2) The shares of Series C Preferred are exercisable immediately upon issuance and have no expiration date.

(3) The securities reported in this row are held by Red Beard. The Reporting Person is the Manager of Red Beard and has sole power to vote and dispose of the securities held by Red Beard.

(4) Pursuant to the Amendment, Red Beard also acquired warrants (the "Warrants") to purchase that number of shares of Common Stock equal to 35% of the number of shares of Common Stock determined by dividing (x) the Stated Value of the shares of Series C Preferred purchased in the Amendment Closing by (y) the exercise price of the Warrants, which is \$0.17 per share. Accordingly, Red Beard received Warrants to purchase an aggregate of 1,816,500 shares of the Common Stock.

(5) The Warrants have a five-year term and are immediately exercisable.

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