

AeroGrow International, Inc.
Form 8-K
February 12, 2009

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

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 12, 2009

AEROGROW INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

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|--|---------------------------------------|--|
| Nevada (State or Other Jurisdiction of Incorporation) | 000-50888 (Commission File Number) | 46-0510685 (I.R.S. Employer Identification No.) |
| 6075 Longbow Dr. Suite 200, Boulder, Colorado (Address of Principal Executive Offices) | 80301 (Zip Code) | |

Registrant's Telephone Number, Including Area Code: (303) 444-7755

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On February 12, 2009, AeroGrow International, Inc. (“AeroGrow,” or the “Company”) issued a press release announcing the Company’s operational results for the three and nine months ended December 31, 2008. The Company will host a conference call to discuss those results on Thursday, February 12, 2009, at 12:00 P.M. (noon) Eastern Standard Time (EST). The dial in number is 1 (888) 241-0558 when calling from the United States or Canada, and 1 (647) 427-3417 when calling internationally. Participants are encouraged to call in five minutes before the call begins (11:55 A.M. EST). A replay of the call will be available within 12 hours of completion. The replay of the call will be accessible at any time over the following 30 days through the investor link on the AeroGrow website (www.aerogrow.com/investors) and by phone until March 12, 2009. To access the replay by phone, dial 1 (800) 839-9820 when calling from the United States or Canada, and 1 (402) 220-4281 when calling internationally. The conference identification number is 84211496. A copy of the press release announcing the Company’s operational results for the three and nine months ended December 31, 2008, is furnished as Exhibit 99.1 to this report.

The information contained in this Item 2.02 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Item 7.01. Regulation FD Disclosure.

The information contained in Item 2.02 is herein incorporated by reference.

The information contained in this Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is furnished with this Form 8-K:

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release dated February 12, 2009.</u> |

The information contained in Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

Portions of this report may constitute “forward-looking statements” as defined by federal law. Although the Company believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Litigation Reform Act of 1995. Additional information about issues that could lead to material changes in the Company’s performance is contained in the Company’s filings with the Securities and Exchange Commission.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AeroGrow International, Inc.

By: /s/ H. MacGregor Clarke
H. MacGregor Clarke
Chief Financial Officer and Treasurer

DATED: February 12, 2009

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release dated February 12, 2009.</u> |