

AeroGrow International, Inc.  
Form 8-K  
June 30, 2014

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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): June 30, 2014

AeroGrow International, Inc.  
(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-33531  
(Commission File  
Number)

46-0510685  
(IRS Employee  
Identification No.)

6075 Longbow Drive, Suite 200, Boulder,  
Colorado  
(Address of principal executive offices)

80301  
(Zip Code)

Registrant's telephone number, including area code: (303) 444-7755

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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 June 30, 2014, AeroGrow International, Inc. (the “Company”) issued a press release announcing the Company’s operational results for the fiscal year ended March 31, 2014. A copy of the press release announcing the Company’s operational results for the fiscal year ended March 31, 2014, 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 incorporated by reference.

On June 30, 2014, AeroGrow International, Inc. (the “Company”) issued a Letter to Shareholders discussion on the Company’s operational results for the fiscal year ended March 31, 2014. A copy of Letter to Shareholders discussion on the Company’s operational results for the fiscal year ended March 31, 2014, is furnished as Exhibit 99.2 to this report.

The information contained in this Item 7.01 and in Exhibits 99.1 and 99.2 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.

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

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | <u>Press Release Issued by AeroGrow International, Inc. on June 30, 2014.</u> |
| 99.2           | <u>Letter to Shareholders</u>   |

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.  
(Registrant)

Date: June 30, 2014

By:

/s/ Grey H. Gibbs  
Grey H. Gibbs  
Principal Financial Officer

EXHIBIT INDEX

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