

BORUS JUSTIN B
Form 5
May 15, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2013

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

3200 CHERRY CREEK SOUTH DRIVE, SUITE 670

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

DENVER, CO 80209

___ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Amount (A) or (D) Price | | | |
| Common Stock | 09/26/2012 | ^ | P | 1,000 (1) (2) A \$ 0.129 (1) (2) | 915,911 (3) | D | ^ |
| Common Stock | 09/27/2012 | ^ | P | 7,000 (1) (2) A \$ 0.122 (1) (2) | 915,911 (3) | D | ^ |
| Common Stock | 10/17/2012 | ^ | P | 2,500 (1) A \$ 0.7 (1) | 915,911 (3) | D | ^ |
| Common | 10/31/2012 | ^ | P | 1,000 A \$ 1.2 | 915,911 (3) | D | ^ |

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| Stock | | | | <u>(1)</u> | | <u>(1)</u> | | | | |
|--------------|------------|---|---|------------------|---|----------------------|--------------------|---|---|--|
| Common Stock | 11/01/2012 | Â | P | 500 <u>(1)</u> | A | \$ 1.19 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |
| Common Stock | 11/05/2012 | Â | P | 700 <u>(1)</u> | A | \$ 1.01 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |
| Common Stock | 12/14/2012 | Â | P | 1,010 <u>(1)</u> | A | \$ 0.8913 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |
| Common Stock | 12/23/2012 | Â | P | 2,000 <u>(1)</u> | A | \$ 0.995 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |
| Common Stock | 12/31/2012 | Â | P | 4,500 <u>(1)</u> | A | \$ 0.9222 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |
| Common Stock | 01/02/2013 | Â | P | 100 <u>(1)</u> | A | \$ 1 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |
| Common Stock | 01/09/2013 | Â | P | 200 <u>(1)</u> | A | \$ 1.02 <u>(1)</u> | 915,911 <u>(3)</u> | D | Â | |

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.

SEC 2270
(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. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Number of Shares | | |

Reporting Owners

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

SUITE 670
DENVER, CO 80209

BORUS JUSTIN B
3200 CHERRY CREEK SOUTH DRIVE
SUITE 670
DENVER, CO 80209

Lazarus Management Co LLC
3200 CHERRY CREEK SOUTH DRIVE
SUITE 670
DENVER, CO 80209

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

05/15/2013

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) Small acquisitions less than \$10,000
- (2) Numbers adjusted for 1 for 100 reverse stock split that occurred on October 17, 2012, even though transactions occurred before reverse split.
- (3) Reflects 1 for 100 reverse stock split effective October 17, 2012.

^

Remarks:

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

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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