

PEIERLS E JEFFREY
Form 3
April 23, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>PEIERLS E JEFFREY</p> <p>(Last) (First) (Middle)</p> <p>73 SOUTH HOLMAN WAY</p> <p>(Street)</p> <p>GOLDEN, CO 80401</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/11/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AeroGrow International, Inc. [AERO.PK]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,515,313 | D | PEIERLS E JEFFREY |
| Common Stock | 36,768,754 | I | By The Peierls Foundation, Inc. |
| Common Stock | 1,194,985 | I | By the UD E.F. Peierls for B.E. Peierls |
| Common Stock | 1,194,985 | I | By the UD E.F. Peierls for E.J. Peierls |
| Common Stock | 781,337 | I | By the UD E.S. Peierls for E.F. Peierls et al |
| Common Stock | 3,217,266 | I | By the UD Ethel F. Peierls Charitable Lead Trust |
| Common Stock | 1,516,712 | I | By the UD J.N. Peierls for B.E. Peierls |
| Common Stock | 1,516,712 | I | |

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| | | | | |
|--------------|-----------|---|--|---|
| | | | | By the UD J.N. Peierls for E.J. Peierls |
| Common Stock | 1,011,141 | I | | By the UW E.S. Peierls for BEP Art VI-Accum |
| Common Stock | 689,415 | I | | By the UW E.S. Peierls for EJP Art VI-Accum |
| Common Stock | 1,470,751 | I | | By the UW J.N. Peierls E.J. Peierls |
| Common Stock | 1,470,751 | I | | By the UW J.N. Peierls for B.E. Peierls |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 1,200,000 | \$ 0.07 | D | Â |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 8,000,000 <u>(1)</u> | \$ 0.07 | I | By The Peierls Foundation, Inc. |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 170,000 <u>(2)</u> | \$ 0.07 | I | By the UD E.S. Peierls for E.F. Peierls et al |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 260,000 <u>(3)</u> | \$ 0.07 | I | By the UD E.F. Peierls for B.E. Peierls |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 260,000 <u>(4)</u> | \$ 0.07 | I | By the UD E.F. Peierls for E.J. Peierls |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 220,000 <u>(5)</u> | \$ 0.07 | I | By the UW E.S. Peierls for BEP Art VI-Accum |
| Warrants (right to buy) | Â <u>(12)</u> | 05/06/2015 | Common Stock | 150,000 <u>(6)</u> | \$ 0.07 | I | By the UW E.S. Peierls for EJP |

| | | | | | | | Art VI-Accum |
|-------------------------|--------|------------|--------------|--------------|---------|---|--|
| Warrants (right to buy) | Â (12) | 05/06/2015 | Common Stock | 320,000 (7) | \$ 0.07 | I | By the UW J.N. Peierls for B.E. Peierls |
| Warrants (right to buy) | Â (12) | 05/06/2015 | Common Stock | 320,000 (8) | \$ 0.07 | I | By the UW J.N. Peierls E.J. Peierls |
| Warrants (right to buy) | Â (12) | 05/06/2015 | Common Stock | 330,000 (9) | \$ 0.07 | I | By the UD J.N. Peierls for B.E. Peierls |
| Warrants (right to buy) | Â (12) | 05/06/2015 | Common Stock | 330,000 (10) | \$ 0.07 | I | By the UD J.N. Peierls E.J. Peierls |
| Warrants (right to buy) | Â (12) | 05/06/2015 | Common Stock | 700,000 (11) | \$ 0.07 | I | By the UD Ethel F. Peierls Charitable Lead Trust |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PEIERLS E JEFFREY 73 SOUTH HOLMAN WAY GOLDEN, CO 80401 | Â | Â X | Â | Â |

Signatures

/s/ E. Jeffrey
Peierls

04/23/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Peierls is President and a Director of The Peierls Foundation, Inc. ("Foundation") and may be deemed to indirectly own the securities owned by the Foundation.
 - (2) Mr. Peierls is a Co-Trustee of the E.F. Peierls et al Trust ("Trust") and may be deemed to indirectly own the securities owned by the Trust.
 - (3) Mr. Peierls is a Co-Trustee of the UD E.F. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
 - (4) Mr. Peierls is a Co-Trustee of the UD E.F. Peierls for E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
 - (5) Mr. Peierls is a Co-Trustee of the UW E.S. Peierls for BEP Art VI-Accum Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
 - (6) Mr. Peierls is a Co-Trustee of the UW E.S. Peierls for EJP Art VI-Accum Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.

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- (7) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (8) Mr. Peierls is a Co-Trustee of the UW J.N. Peierls E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (9) Mr. Peierls is a Co-Trustee of the UD J.N. Peierls for B.E. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (10) Mr. Peierls is a Co-Trustee of the UD J.N. Peierls E.J. Peierls Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (11) Mr. Peierls is a Co-Trustee of the U.D. Ethel F. Peierls Charitable Lead Trust (the "Trust") and may be deemed to indirectly own the securities owned by the Trust.
- (12) The Warrants are exercisable immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.