

Zallen Wayne Andrew
 Form 4/A
 July 25, 2017

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 *
 Zallen Wayne Andrew

2. Issuer Name and Ticker or Trading Symbol
 GROW CONDOS, INC. [GRWC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 722 W. DUTTON RD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2015

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

EAGLE POINT, OR 97524
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 07/19/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Series A Convertible Preferred Stock | 11/17/2015 | | A | | 5,000,000 | A | (1) 5,000,000 |
| Series A Convertible Preferred Stock | 12/16/2015 | | J | | 5,000,000 | D | (2) 0 |
| Common stock | 12/16/2015 | | J | | 25,000,000 | A | (3) 25,919,450 |
| | 12/16/2015 | | S | | 2,000,000 | D | 23,919,450 |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------------|------------|---|
| Common stock | | | | | \$ 0.005 (4) | | |
| Common stock | 10/19/2016 | A | 1,666 | A | (5) | 23,921,116 | D |
| Common stock | 10/19/2016 | A | 1,666 | A | (6) | 23,922,783 | D |
| Common stock | 10/19/2016 | A | 1,666 | A | (7) | 23,924,450 | D |
| Common stock | 10/19/2016 | A | 1,666 | A | (8) | 23,926,117 | D |
| Common stock | 10/19/2016 | A | 6,010 | A | (9) | 23,932,127 | D |
| Common stock | 01/11/2017 | A | 4,808 | A | (10) | 23,936,935 | D |
| Common stock | 07/13/2017 | S | 6,000 | D | \$ 0.4087 | 23,930,935 | D |
| Common stock | 07/14/2017 | S | 3,000 | D | \$ 0.3977 | 23,927,935 | D |
| Common stock | 07/17/2017 | S | 3,000 | D | \$ 0.394 | 23,924,935 | D |
| Common stock | 07/18/2017 | S | 7,000 | D | \$ 0.394 | 23,917,935 | D |
| Common stock | 07/19/2017 | S | 3,000 | D | \$ 0.4038 | 23,914,935 | D |
| Common stock | 07/20/2017 | S | 9,000 | D | \$ 0.3775 | 23,905,935 | D |
| Common stock | 07/21/2017 | S | 8,000 | D | \$ 0.337 | 23,897,935 | D |
| Common stock | 07/24/2017 | S | 5,000 | D | \$ 0.3256 | 23,892,935 | D |
| Common stock | 07/25/2017 | S | 3,000 | D | \$ 0.394 | 23,889,935 | D |

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

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(9-02)

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

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Zallen Wayne Andrew 722 W. DUTTON RD EAGLE POINT, OR 97524 | X | | CEO | |

Signatures

/s/ Wayne
Zallen

07/25/2017

**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) Shares issued pursuant to employment agreement
- (2) Conversion of Series A Convertible Preferred Stock to Common Stock
Conversion of Series A Convertible Preferred Stock to Common Stock. On November 18, 2015 Grow Condos, Inc. effected a 1-for-20
- (3) reverse stock split to its Common Stock. The number of shares reported throughout this Form 4 have been adjusted to reflect the stock split.
- (4) Shares sold to David Tobias through a purchase agreement.
- (5) Shares awarded for past services as a director.
- (6) Shares awarded for past services as a director.
- (7) Shares awarded for past services as a director.
- (8) Shares awarded for past services as a director.
- (9) Shares awarded for past services as a director.
- (10) Shares awarded for past services as a director.

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.