

Doucet Aaron Trent
 Form 4
 January 29, 2018

FORM 4

**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).

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 *
 Doucet Aaron Trent

2. Issuer Name and Ticker or Trading Symbol
 Surna Inc. [SRNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1780 55TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/25/2018

____ Director
 ____ Officer (give title below) Other (specify below)
 Former CEO/President/Director

BOULDER, CO 80301

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 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	(D)	Price
Common Stock, par value \$0.00001 per share <u>(2)</u>	01/25/2018	01/25/2018	S		50,000	D	\$ 0.43
Common Stock, par value \$0.00001 per share <u>(2)</u>	01/26/2018	01/26/2018	S		399,600	D	\$ 0.4106 <u>(3)</u>

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Common
 Stock, par
 value
 \$0.00001
 per share
(2)

01/29/2018 01/29/2018 S 300,400 D \$
 0.4331 0 D

(4)

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units <u>(2)</u>	\$ 0 <u>(1)</u> <u>(2)</u>	01/02/2018	01/02/2018	M	V 750,000	<u>(1)</u> <u>(2)</u> <u>(1)</u> <u>(2)</u>	Common Stock 750,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Doucet Aaron Trent
 1780 55TH STREET
 BOULDER, CO 80301

Former CEO/President/Director

Signatures

/s/ A. Trent
 Doucet 01/29/2018

 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) On August 17, 2017, the Issuer's Board of Directors granted the Reporting Person a total of 9,000,000 restricted stock units, which vest in twelve (12) equal installments (750,000 restricted stock units per installment) commencing on the first business day of January 2018

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and continuing on the first business day of each of the next eleven (11) calendar months, provided that the Reporting Person is employed by the Issuer on such vesting date or, if the initial term under the employment agreement between the Issuer and the Reporting Person has expired, the Reporting Person has not materially breached any non-competition, non-solicitation and other post-termination of employment obligations.

- (2) On January 2, 2018, the first installment of 750,000 restricted stock units vested and the Issuer delivered 750,000 shares to the Reporting Person pursuant to the Issuer's S-8 registration under its equity incentive plan. Following the foregoing vesting and issuance, the Reporting Person has 8,250,000 restricted stock units subject to future vesting as specified above.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.40 - \$0.42, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$0.405 - \$0.45, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

Remarks:

On August 17, 2017, the Reporting Person resigned as the Issuer's Chief Executive Officer and President and as a member of t

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

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