

Edgar Filing: AeroGrow International, Inc. - Form 8-K

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CAR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CAR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition.

On June 27, 2007, AeroGrow International, Inc. (“AeroGrow,” or the “Company”) issued a press release announcing the Company’s operational results for the three months and fiscal year ended March 31, 2007. The Company will host a conference call to discuss those results on Wednesday, June 27, 2007, at 4:30 P.M. Eastern Daylight Time (EDT). The dial in number is 1 (800) 374-0113 when calling from the United States or Canada, and 1 (706) 758-9607 when calling internationally. Participants are encouraged to call in five minutes before the call begins (4:25 P.M. EDT). A replay of the call will be available within 12 hours of completion. The replay of the call will be accessible at any time over the following 30 days through the investor link on the AeroGrow website (www.aerogrow.com/investors) and by phone until July 27, 2007. To access the replay by phone, dial 1 (800) 642-1687 when calling from the United States or Canada, and 1 (706) 645-9291 when calling internationally. The conference identification number is 4224537. A copy of the press release announcing the conference call 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 herein incorporated by reference.

The information contained in this Item 7.01 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 9.01. Financial Statements and Exhibits.

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

Exhibit

| No. | Description |
|------------|------------------------------------|
| 99.1 | Press Release dated June 27, 2007. |

The information contained in 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.

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.

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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

Dated: June 27, 2007

By: /s/ Mitchell B. Rubin
Mitchell B. Rubin
Chief Financial Officer

EXHIBIT INDEX

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|------------|--|
| 99.1 | Press Release dated June 27, 2007. |
