Zallen Wayne Andrew Form 4/A July 25, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

OMB APPROVAL

2005

response...

5. Relationship of Reporting Person(s) to

23,919,450

D

Issuer

Estimated average burden hours per 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Zallen Wayne Andrew

1. Name and Address of Reporting Person *

12/16/2015

		GROW CONDOS, INC. [GRWC]					(Check all applicable)					
(Last) (First) (Middle) 722 W. DUTTON RD				3. Date of Earliest Transaction (Month/Day/Year) 11/17/2015				X Director 10% Owner X Officer (give title Other (specify below) CEO				
	EAGLE POI	4. If Amendment, Date Original Filed(Month/Day/Year) 07/19/2017				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
	(City)	(State)	(Zip)	Table	I - Non	-De	rivative Securi	ities A	cquired, I	Disposed of, or Bo	eneficially Ov	wned
	1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	3. 4. Securities Acquired (TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				d (A) or	5. Amount of 6. 7. I Securities Ownership of I Beneficially Form: Bei Owned Direct (D) Ow Following or Indirect (In: Reported (I) Transaction(s) (Instr. 4)		
	Series A Convertible	11/17/2015			Code		Amount 5,000,000	or (D)	Price	(Instr. 3 and 4) 5,000,000	D	
	Preferred Stock						,			, ,		
	Series A Convertible Preferred Stock	12/16/2015			J		5,000,000	D	(2)	0	D	
	Common stock	12/16/2015			J		25,000,000	A	(3)	25,919,450	D	
											_	

S

2,000,000

D

Edgar Filing: Zallen Wayne Andrew - Form 4/A

Common stock					\$ 0.005 (4)		
Common stock	10/19/2016	A	1,666	A	<u>(5)</u>	23,921,116	D
Common stock	10/19/2016	A	1,666	A	<u>(6)</u>	23,922,783	D
Common stock	10/19/2016	A	1,666	A	<u>(7)</u>	23,924,450	D
Common stock	10/19/2016	A	1,666	A	<u>(8)</u>	23,926,117	D
Common stock	10/19/2016	A	6,010	A	<u>(9)</u>	23,932,127	D
Common stock	01/11/2017	A	4,808	A	<u>(10)</u>	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.

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 1474 (9-02)

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

Edgar Filing: Zallen Wayne Andrew - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	ınd 8	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumbe	Expiration D	Date	Amount	of I	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlyi	ng S	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivat	ive		Securitie	es ((Instr. 5)	Bene
	Derivative				Securiti	es		(Instr. 3 a	and 4)		Own
	Security				Acquire	ed					Follo
	•				(A) or						Repo
					Dispose	ed					Trans
					of (D)						(Instr
					(Instr. 3	,					
					4, and 5)					
				Codo I	. (A) (T)) Data	Evaluation	Title A.			
				Code V	(A) (Γ	1	Expiration				
						Exercisable	Date	or			
									umber		
								of			
								Sh	nares		

Reporting Owners

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

Signatures

/s/ Wayne
Zallen

**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.

Reporting Owners 3