

BORUS JUSTIN B
Form 3/A
April 20, 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)

1. Name and Address of Reporting
Person *

Â LAZARUS INVESTMENT
PARTNERS LLLP

(Last) (First) (Middle)

3200 CHERRY CREEK SOUTH
DRIVE,Â SUITE 670

(Street)

DENVER,Â COÂ 80209

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/30/2009

3. Issuer Name **and** Ticker or Trading Symbol
AeroGrow International, Inc. [AERO.OB]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original
Filed(Month/Day/Year)
07/23/2009

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

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)

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

SEC 1473 (7-02)

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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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Warrants ⁽¹⁾	06/30/2009	06/30/2014	Series A Preferred Stock	430	\$ 1,250	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAZARUS INVESTMENT PARTNERS LLLP 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER,Â COÂ 80209	Â	Â X	Â	Â
Lazarus Management Co LLC 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER,Â COÂ 80209	Â	Â X	Â	Â
BORUS JUSTIN B 3200 CHERRY CREEK SOUTH DRIVE SUITE 670 DENVER,Â COÂ 80209	Â	Â X	Â	Â

Signatures

/s/ Justin B. Borus, Managing Member of general partner

04/20/2012

__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) This amendment is being filed to correct a calculation error that showed the Series A Warrants were exercisable for 428 shares instead of the correct amount of 430 shares of Series A Preferred Stock, which 430 shares would have then been convertible into 2,150,000 shares of Common Stock.

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Remarks:

TheÂ reportedÂ securitiesÂ areÂ ownedÂ directlyÂ byÂ LazarusÂ InvestmentÂ PartnersÂ LLLP,Â andÂ indirectlyÂ byÂ L

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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