True Drinks Holdings, Inc.

Form 4

October 20, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Smith Vincent C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

True Drinks Holdings, Inc. [TRUU]

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

Code

(Instr. 8)

2560 E. CHAPMAN AVENUE #173 10/16/2015

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

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

ORANGE, CA 92869

Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City)

1.Title of

Security

(Instr. 3)

(State)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Following

Owned

Reported

or Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

Transaction(s) (Instr. 3 and 4)

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

(Month/Day/Year)

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)

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)

1. Title of

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4. TransactionDerivative Code Securities (Instr. 8) Acquired (A) or 6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount o **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C Convertible Preferred Stock (1) (2)	<u>(1)</u> <u>(2)</u>	10/16/2015	P		8,823		<u>(3)</u>	<u>(3)</u>	Common Stock	5,882, (2)
Common Stock Warrant (Right to Acquire) (5)	\$ 0.17 (5)	10/16/2015	P		1,816,500		<u>(6)</u>	<u>(6)</u>	Common Stock	1,816,

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Smith Vincent C						
2560 E. CHAPMAN AVENUE #173		X				
ORANGE, CA 92869						

# **Signatures**

/s/ Vincent C.
Smith

10/20/2015

\*\*Signature of Pate 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).

On October 16, 2015, the Issuer entered into Amendment No. 1 to the Securities Purchase Agreement (the "Amendment") with Red Beard Holdings, LLC, a Delaware limited liability company ("Red Beard"), which amended the terms of that certain Securities Purchase

- (1) Agreement, originally entered into by the parties on August 13, 2015. Pursuant to the Amendment, Red Beard purchased an additional 8,823 shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Preferred") effective as of October 16, 2015 (the "Amendment Closing") for \$113.33 per share.
- Each share of Series C Preferred has a stated value of \$100 per share (the "Stated Value") and is convertible into that number of shares of the Issuer's Common Stock (the "Common Stock") equal to the Stated Value, divided by \$0.15 per share. As a result, the 8,823 shares of Series C Preferred are convertible into 5.882,000 shares of the Common Stock.
- (3) The shares of Series C Preferred are exercisable immediately upon issuance and have no expiration date.
- (4) The securities reported in this row are held by Red Beard. The Reporting Person is the Manager of Red Beard and has sole power to vote and dispose of the securities held by Red Beard.
- Pursuant to the Amendment, Red Beard also acquired warrants (the "Warrants") to purchase that number of shares of Common Stock equal to 35% of the number of shares of Common Stock determined by dividing (x) the Stated Value of the shares of Series C Preferred purchased in the Amendment Closing by (y) the exercise price of the Warrants, which is \$0.17 per share. Accordingly, Red Beard received Warrants to purchase an aggregate of 1,816,500 shares of the Common Stock.

(6) The Warrants have a five-year term and are immediately exercisable.

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