

Greco James J
Form 4
July 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Greco James J

(Last) (First) (Middle)

C/O TRUE DRINKS HOLDINGS, INC., 2 PARK PLAZA SUITE 1200

(Street)

IRVINE, CA 92614

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

True Drinks Holdings, Inc. [TRUU]

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

07/05/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title Underlying Security (Instr. 3) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|--------------|------------------------------|------------------|------------------|------------------------|------------|------------|------------------|---------------------------|--------|
| Stock Option | \$ 0.07 | 07/05/2018 | D ⁽¹⁾ | | | 15,750,789 | 09/29/2017 | 04/13/2022 ⁽¹⁾ | Com St |
| Stock Option | \$ 0.025 | 07/05/2018 | A ⁽¹⁾ | | 1,575,079 | | 07/05/2018 | 01/30/2023 ⁽¹⁾ | Com St |
| Stock Option | \$ 0.015 | 07/05/2018 | A | | 12,644,921 | | 07/05/2018 | 01/30/2028 | Com St |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Greco James J
 C/O TRUE DRINKS HOLDINGS, INC.
 2 PARK PLAZA SUITE 1200
 IRVINE, CA 92614

Signatures

/s/ James J. Greco 07/06/2018

**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).

The reported transaction involved (i) the forfeiture of 14,175,710 outstanding options, and (ii) the modification of 1,575,079 outstanding options, resulting in the deemed cancellation of the "old" options and the grant of replacement options with a reduced exercise price of

(1) \$0.025 per share and extended expiration date, which modifications were approved in advance by the Issuer's Board of Directors on January 30, 2018. The cancellation and subsequent grant were both exempt from Section 16(b) pursuant to Rule 16b-3(e) and Rule 16b-3(d), respectively.

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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