

True Drinks Holdings, Inc.
 Form 4/A
 October 21, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Smith Vincent C

(Last) (First) (Middle)

2560 E. CHAPMAN AVENUE #173

(Street)

ORANGE, CA 92869

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 True Drinks Holdings, Inc. [TRUU]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/11/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/15/2015

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 Ownership Indirect 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.

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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 (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | Date Exercisable | Expiration Date | Disposed of (D) (Instr. 3, 4, and 5) | | Title | Amount Number Shares | |
|---|--------------------------|------------------|-----------------|---|-----|---------|--------------------------------------|----------------------|
| | | | | (A) | (D) | | | |
| Option to Acquire Series C Convertible Preferred Stock ⁽¹⁾ | \$ 113.33 ⁽¹⁾ | 09/11/2015 | | | X | 1 | Series C Convertible Preferred Stock | 3,529 |
| Series C Convertible Preferred Stock ⁽⁴⁾ | ⁽⁴⁾ | 09/11/2015 | | | X | 3,529 | Common Stock | 2,352 ⁽⁴⁾ |
| Common Stock Warrant (Right to Acquire) ⁽⁷⁾ | \$ 0.17 ⁽⁷⁾ | 09/11/2015 | | | J | 726,559 | Common Stock | 726,559 |

Reporting Owners

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

Signatures

/s/ Vincent C. Smith 10/20/2015

^{**}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) On August 13, 2015, the Issuer entered into a Securities Purchase Agreement (the "Purchase Agreement") with Red Beard Holdings, LLC, a Delaware limited liability company ("Red Beard"), pursuant to which, among other things, Red Beard acquired an option to purchase 3,529 shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Preferred") for \$113.33 per share, exercisable on or before September 15, 2015 (the "Option").
- (2) The Option was immediately exercisable when granted. On September 11, 2015, Red Beard delivered a notice of exercise to the Issuer with respect to the full amount of the shares of Series C Preferred covered by the Option.
- (3) 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.

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- 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
- (4) the Issuer's Common Stock (the "Common Stock") equal to the Stated Value, divided by \$0.15 per share. As a result, the 3,529 shares of Series C Preferred are convertible into 2,352,666 shares of the Common Stock.
- (5) The shares of Series C Preferred are convertible immediately upon issuance and have no expiration date.
- Pursuant to the Purchase Agreement, Red Beard purchased 7,942 shares of the Series C Preferred on August 13, 2015 and 6,177 shares of
- (6) the Series C Preferred on August 28, 2015 per share. As a result, following the exercise of the Option, Red Beard holds an aggregate of 17,648 shares of the Series C Preferred.
- Pursuant to the Purchase Agreement, upon the exercise of the Option, Red Beard received warrants (the "Warrants") to purchase 35% of
- (7) the number of shares of Common Stock determined by dividing (x) the Stated Value of the shares of Series C Preferred received upon exercise of the Option by (y) the exercise price of the Warrants, which is \$0.17 per share. Accordingly, Red Beard received Warrants to purchase an aggregate of 726,558 shares of the Common Stock.
- (8) The Warrants have a five-year term and are immediately exercisable.

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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