BORUS JUSTIN B
Form 5
May 15, 2013

FORM 5

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

ANNUAL 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
LAZARUS INVESTMENT PARTNERS LLLP

(Last) (First) (Middle)

3200 CHERRY CREEK SOUTH DRIVE,Â SUITE 670

(Street)

DENVER,Â COÂ 80209

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
03/31/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

___ Form Filed by One Reporting Person
_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	09/26/2012	Â	P	1,000 (1) (2)	A	$ 0.129 (1) (2)	915,911 (3)	D	Â
Common Stock	09/27/2012	Â	P	7,000 (1) (2)	A	$ 0.122 (1) (2)	915,911 (3)	D	Â
Common Stock	10/17/2012	Â	P	2,500 (1)	A	$ 0.7 (1)	915,911 (3)	D	Â
Common	10/31/2012	Â	P	1,000	A	$ 1.2	915,911 (3)	D	Â

Stock				(1)		(1)			
Common Stock	11/01/2012	Â	P	500 (1)	A	$ 1.19 (1)	915,911 (3)	D	Â
Common Stock	11/05/2012	Â	P	700 (1)	A	$ 1.01 (1)	915,911 (3)	D	Â
Common Stock	12/14/2012	Â	P	1,010 (1)	A	$ 0.8913 (1)	915,911 (3)	D	Â
Common Stock	12/23/2012	Â	P	2,000 (1)	A	$ 0.995 (1)	915,911 (3)	D	Â
Common Stock	12/31/2012	Â	P	4,500 (1)	A	$ 0.9222 (1)	915,911 (3)	D	Â
Common Stock	01/02/2013	Â	P	100 (1)	A	$ 1 (1)	915,911 (3)	D	Â
Common Stock	01/09/2013	Â	P	200 (1)	A	$ 1.02 (1)	915,911 (3)	D	Â

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.

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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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. of D Se Be O En Is Fi (I
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAZARUS INVESTMENT PARTNERS LLLP 3200 CHERRY CREEK SOUTH DRIVE	Â	Â X	Â	Â

SUITE 670 DENVER,Â COÂ 80209					
BORUS JUSTIN B 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

Signatures

/s/ Justin Borus, individually, and as managing member of Lazarus Management Company LLC for itself and as general partner of Lazarus Investment Partners LLLP	05/15/2013
**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)	Small acquisitions less than $10,000
(2)	Numbers adjusted for 1 for 100 reverse stock split that occurred on October 17, 2012, even though transactions occurred before reverse split.
(3)	Reflects 1 for 100 reverse stock split effective October 17, 2012.

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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 provided is insufficient, *see* Instruction 6 for procedure.
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