

AeroGrow International, Inc.
Form SC 13G/A
February 09, 2018

**SECURITIES
AND
EXCHANGE
COMMISSION**

**Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934

(Amendment No.
1)*

**Aerogrow
International,
Inc.**

(Name of Issuer)

**Common
Stock, \$0.001 per
value per share**

(Title of Class of
Securities)

00768M103

(CUSIP Number)

December 31,
2017

(Date of event
which requires
filing of this
statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 10
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF
REPORTING
PERSONS

E. Jeffrey Peierls⁽¹⁾

2 CHECK (a) "
THE
APPROPRIATE
BOX IF A
MEMBER
OF A
GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

United States

5 SOLE VOTING
POWER

6 SHARED
VOTING
POWER

7 SOLE
DISPOSITIVE
POWER

8 SHARED
DISPOSITIVE
POWER

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
REPORTING
PERSON

10 CHECK BOX ..
IF THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 TYPE OF
REPORTING
PERSON

IN

(1) This Schedule 13G is filed by E. Jeffrey Peierls, Brian Eliot Peierls and The Peierls Foundation, Inc. E. Jeffrey Peierls may be deemed the beneficial owner of securities held by trusts of which E. Jeffrey Peierls is a fiduciary. E. Jeffrey Peierls and Brian Eliot Peierls may be deemed to share indirect beneficial ownership of securities held by The Peierls Foundation, Inc.

1 NAMES OF REPORTING PERSONS

Brian Eliot Peierls⁽¹⁾

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **6** SHARED VOTING POWER

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
REPORTING
PERSON

10. CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES "

11 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 TYPE OF
REPORTING
PERSON

IN

⁽¹⁾ This Schedule 13G is filed by E. Jeffrey Peierls, Brian Eliot Peierls and The Peierls Foundation, Inc. Brian Eliot Peierls may be deemed the beneficial owner of securities held by trusts of which Brian Eliot Peierls is a fiduciary. E. Jeffrey Peierls and Brian Eliot Peierls may be deemed to share indirect beneficial ownership of securities held by The Peierls Foundation, Inc.

1 NAMES OF REPORTING PERSONS

The Peierls Foundation, Inc.⁽¹⁾

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **6** SHARED VOTING POWER

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SHARES "

11 PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

12 TYPE OF
REPORTING
PERSON

CO

⁽¹⁾ This Schedule 13G is filed by E. Jeffrey Peierls, Brian Eliot Peierls and The Peierls Foundation, Inc. Brian Eliot Peierls may be deemed the beneficial owner of securities held by trusts of which Brian Eliot Peierls is a fiduciary. E. Jeffrey Peierls and Brian Eliot Peierls may be deemed to share indirect beneficial ownership of securities held by The Peierls Foundation, Inc.

Item 1(a). NAME OF ISSUER:

The name of the issuer is Aerogrow International, Inc. (the " Company ").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 6075 Longbow Drive, Ste. 200, Boulder, Colorado 80301

Item 2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, who are collectively referred to herein as " Reporting Persons ," with respect to the shares of Common Stock (as defined in Item 2(d) below) of the Company:

Reporting Individuals/entities

(i) E. Jeffrey Peierls

(ii) Brian Eliot Peierls

(iii) The Peierls Foundation, Inc.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of Reporting Person E. Jeffrey Peierls is:

73 South Holman Way

Golden, CO 80401

The address of Reporting Person Brian Eliot Peierls is:

3017 McCurdy St.

Austin, TX 78723

The address of Reporting Person The Peierls Foundation, Inc. is:

c/o E. Jeffrey Peierls

73 South Holman Way

Golden, CO 80401

Item 2(c). CITIZENSHIP:

Citizenship is set forth in Row 4 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock (the " Common Stock ")

Item 2(e). CUSIP NUMBER:

00768M103

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act,
- (b) " Bank as defined in Section 3(a)(6) of the Act,
- (c) " Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) " Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) " Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) " Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) " Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) " Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) " Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution:_____

Item 4. OWNERSHIP:

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Reporting Persons' beneficial ownership is less than 5%.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting
Persons hereby makes
the following
certification:

By signing below
each Reporting Person
certifies that, to the
best of its knowledge
and belief, the
securities referred to
above were not
acquired and are not
held for the purpose of
or with the effect of

changing or
influencing the control
of the issuer of the
securities and were
not acquired and are
not held in connection
with or as a
participant in any
transaction having that
purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 9, 2018

/s/ E. Jeffrey Peierls _____

E. Jeffrey Peierls

/s/ Brian Eliot Peierls _____

Brian Eliot Peierls

The Peierls Foundation, Inc.

By :/s/ E. Jeffrey Peierls

E. Jeffrey Peierls, President

EXHIBIT 1

**JOINT FILING STATEMENT
PURSUANT TO RULE 13d-1(k)**

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A-1 is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 9, 2018

/s/ E. Jeffrey Peierls

E. Jeffrey Peierls

/s/ Brian Eliot Peierls

Brian Eliot Peierls

The Peierls Foundation, Inc.

By :/s/ E. Jeffrey Peierls

E. Jeffrey Peierls, President