

AeroGrow International, Inc.  
Form 8-K  
September 26, 2008

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

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 26, 2008

AEROGROW INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or Other Jurisdiction of  
Incorporation)

000-50888  
(Commission File Number)

46-0510685  
(I.R.S. Employer  
Identification No.)

6075 Longbow Dr. Suite 200, Boulder,  
Colorado  
(Address of Principal Executive Offices)

80301  
(Zip Code)

Registrant's Telephone Number, Including Area Code: (303) 444-7755

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On September 26, 2008, the Board of Directors of AeroGrow International, Inc. (the “Company”) approved amendments to the quorum and stockholder voting requirements of the Company’s Bylaws to conform to applicable standards of Nevada law and Nasdaq Marketplace rules. The previous quorum provision under the Company’s old Bylaws defined a quorum to mean a majority of the shares entitled to vote, whether represented in person or by proxy. Under the revised Bylaws, the definition of quorum has been amended to include in the calculation of whether a majority is present proxies that do not have the authority to vote on all matters. The previous provision on voting provided that a majority of the shares represented in person or by proxy must act to constitute an act of the stockholders. The current revised provision permits stockholders to approve matters, other than the election of directors, by a majority of the votes cast on such matters. A copy of the Amended and Restated Bylaws of the Company are included as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibit is filed with this Form 8-K:

Exhibit No.	Description
3.1	Amended and Restated Bylaws of the Company

Portions of this report may constitute “forward-looking statements” as defined by federal law. Although the Company believes any such statements are based on reasonable assumptions, there is no assurance that actual outcomes will not be materially different. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Litigation Reform Act of 1995. Additional information about issues that could lead to material changes in the Company’s performance is contained in the Company’s filings with the Securities and Exchange Commission.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AeroGrow International, Inc.

Date: September 26, 2008

By: /s/ H. MacGregor Clarke  
H. MacGregor Clarke  
Chief Financial Officer and Treasurer

EXHIBIT INDEX

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