

AeroGrow International, Inc.  
Form PRE 14A  
December 16, 2008

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

\_\_\_\_\_  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934  
\_\_\_\_\_

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

- x Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

AeroGrow International, Inc.  
(Name of Registrant as Specified In Its Charter)

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
  - (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
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- o Fee paid previously with preliminary materials.
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- (1) Amount Previously Paid:  
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\_\_\_\_\_
  - (3) Filing Party:  
\_\_\_\_\_
  - (4) Date Filed:  
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AeroGrow International, Inc.  
6075 Longbow Drive, Suite 200, Boulder, Colorado 80301  
303-444-7755

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD FEBRUARY 5, 2009

To the Stockholders of  
AeroGrow International, Inc.:

We cordially invite you to attend a Special Meeting of Stockholders of AeroGrow International, Inc., a Nevada corporation, at our headquarters located at 6075 Longbow Drive, Suite 200, Boulder, Colorado 80301, on Thursday, February 5, 2009, at 10:00 a.m., Mountain time, for the following purposes:

1. To approve an amendment to our Articles of Incorporation giving our Board of Directors the authority to designate the rights and preferences of AeroGrow's preferred stock.
2. To transact such other business as may properly come before the Special Meeting or any postponement or adjournment thereof.

Stockholders of record at the close of business on December 31, 2008, are entitled to notice of, and to vote at, the Special Meeting and any postponement or adjournment thereof.

It is important that your shares be represented at the Special Meeting, regardless of the number of shares you may hold. Even if you plan to attend the Special Meeting in person, please sign, date, and return your proxy. If you attend the Special Meeting, you may revoke your proxy and vote in person.

By order of the Board of Directors,

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Jack J. Walker  
Chairman of the Board

Boulder, Colorado  
[\_\_\_\_\_] [\_\_], 2009

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AEROGROW INTERNATIONAL, INC.  
6075 Longbow Drive, Suite 200,  
Boulder, Colorado 80301

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PROXY STATEMENT

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GENERAL

AeroGrow International, Inc., a Nevada corporation (the “Company,” “AeroGrow,” “we,” “our,” or “us”), is furnishing this proxy statement and the accompanying proxy card on or about [\_\_\_\_\_] [\_\_\_], 2009, in connection with the solicitation of proxies by the Board of Directors of the Company (the “Board”) for use at the Special Meeting of Stockholders (the “Special Meeting”) to be held on Thursday, February 5, 2009, at 10:00 a.m., Mountain time, at the Company’s headquarters located at 6075 Longbow Drive, Suite 200, Boulder, Colorado 80301, and at any adjournment or postponement thereof. Directions to the Special Meeting are available on our website at [www.aerogrow.com/proxy](http://www.aerogrow.com/proxy).

The Board has fixed the close of business on December 31, 2008, as the record date for determining the stockholders entitled to notice of, and to vote at, the Special Meeting. On the record date, AeroGrow had [\_\_\_\_\_] shares of common stock, par value \$.0001 per share, outstanding and entitled to vote. Each share of common stock is entitled to one vote on the issue being voted on at the Special Meeting.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND VOTING

Why am I receiving this proxy statement and proxy card?

You are receiving a proxy statement and proxy card from us because on December 31, 2008, you owned shares of AeroGrow’s common stock. This proxy statement describes the matter that will be presented for consideration by the stockholders at the Special Meeting. It also gives you information about this matter to assist you in making an informed decision.

When you sign the enclosed proxy card, you appoint the proxy holder as your representative at the Special Meeting. The proxy holder will vote your shares as you have instructed in the proxy card, thereby ensuring that your shares will be voted whether or not you attend the Special Meeting. Even if you plan to attend the Special Meeting, you should complete, sign, and return your proxy card in advance of the Special Meeting just in case your plans change.

If you have signed and returned the proxy card and an issue comes up for a vote at the Special Meeting that is not identified on the form, the proxy holder will vote your shares, pursuant to your proxy, in accordance with his or her judgment.

What matters will be voted on at the Special Meeting?

You are being asked to vote on one issue:

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To approve an amendment to our Articles of Incorporation (the “Company Charter”) giving our Board of Directors the authority to designate the rights and preferences of AeroGrow’s preferred stock.

If I am the record holder of my shares, how do I vote?

You may vote by mail, in person at the Special Meeting, or by phone or internet if those instructions appear on your proxy card. To vote by mail, complete and sign the enclosed proxy card and mail it pursuant to the instructions on the proxy card. If you mark your proxy card to indicate how you want your shares voted, your shares will be voted as you instruct.

If you sign and return your proxy card, but do not mark the form to provide voting instructions, the shares represented by your proxy card will be voted “for” the proposal named in this proxy statement and by the appointed proxies in accordance with his or her judgment on any other matter brought before the Special Meeting.

If you want to vote in person, please come to the Special Meeting. We will distribute written ballots to anyone who wants to vote at the Special Meeting. Even if you plan to attend the Special Meeting, you should complete, sign, and return your proxy card in advance of the Special Meeting just in case your plans change. Please note that if your shares are held in the name of your broker (or in what is usually referred to as “street name”), you will need to arrange to obtain a “legal proxy” from your broker in order to vote in person at the Special Meeting.

If I hold shares in the name of a broker or fiduciary, who votes my shares?

If you received this proxy statement from your broker or a trustee or other fiduciary who may hold your shares, your broker or fiduciary should have given you instructions for directing how they should vote your shares. It will then be the responsibility of such person to vote your shares for you in the manner you direct. As discussed above, if you want to vote in person at the Special Meeting, you will need to arrange to obtain a “legal proxy” from your broker or fiduciary in order to vote in person at the Special Meeting.

Under the rules of various national and regional securities exchanges, brokers may generally vote on routine matters, such as the election of directors, but cannot vote on non-routine matters, such as an amendment to the Company Charter, which is the purpose of this Special Meeting, or the adoption or amendment of a stock option plan, unless they have received voting instructions from the person for whom they are holding shares. If your broker does not receive instructions from you on how to vote on the proposed amendment to the Company Charter, your broker will return the proxy form to us, indicating that he or she does not have the authority to vote on this matter. This is generally referred to as a “broker non-vote” and will affect the outcome of the voting as described below under, “How many votes are needed for approval of each proposal?” We urge you to provide directions to your broker as to how you want your shares voted on the proposed amendment to the Company Charter. You should do this by carefully following the instructions your broker gives you concerning his or her procedures. This ensures that your shares will be voted at the Special Meeting.

What does it mean if I receive more than one proxy card?

It means that you have multiple holdings reflected in our stock transfer records and/or in accounts with stockbrokers. Please sign and return all proxy cards to ensure that all of your shares are voted.

What if I change my mind after I return my proxy?

If you hold your shares in your own name, you may revoke your proxy and change your vote at any time before the polls close at the Special Meeting. You may do this by:

- signing another proxy with a later date and returning that proxy to:

Corporate Stock Transfer  
Attn: Rhonda Singleton, Proxy Dept.  
3200 Cherry Creek South Dr., #430  
Denver, Colorado 80209;

- sending notice to us that you are revoking your proxy; or
- voting in person at the Special Meeting (attendance at the Special Meeting will not in and of itself constitute the revocation of a proxy).

If you hold your shares in the name of a broker or fiduciary and desire to revoke your proxy, you will need to contact your broker.

How many votes do we need to hold the Special Meeting?

A majority of the shares that are outstanding and entitled to vote as of the record date must be present in person or by proxy at the Special Meeting in order to hold the Special Meeting and conduct business.

Shares are counted as present at the Special Meeting if the stockholder either:

- is present in person at the Special Meeting; or
- has properly submitted a signed proxy card or other proxy.

On December 31, 2008, the record date, there were [\_\_\_\_\_] shares of common stock issued and outstanding. Therefore, at least [\_\_\_\_\_] shares need to be present at the Special Meeting.



What options do I have in voting on each of the proposals?

You may vote “for,” “against,” or “abstain” on the proposed amendment to the Company Charter, and on any other proposal that is properly brought before the Special Meeting. Abstentions will be considered in determining the presence of a quorum and will affect the vote required for the proposed amendment to the Company Charter.

How does the Board recommend that I vote on the proposed amendment to the Company Charter?

The Board recommends that you vote FOR the proposed amendment to the Company Charter.

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How many votes may I cast?

You are entitled to cast one vote for each share of stock you owned on the record date. The proxy card included with this proxy statement indicates the number of shares owned by an account attributable to you.

How many votes are needed for each proposal?

A majority of votes cast is required to approve the proposed amendment to the Company Charter.

Where do I find the voting results of the Special Meeting?

We will announce voting results at the Special Meeting. The voting results will also be disclosed in our Annual Report on Form 10-K for the year ended March 31, 2009.

Who bears the cost of soliciting proxies?

We will bear the cost of soliciting proxies. In addition to solicitations by mail, officers, directors, or employees of AeroGrow or its subsidiaries may solicit proxies in person or by telephone. These persons will not receive any special or additional compensation for soliciting proxies. We may reimburse brokerage houses and other custodians, nominees, and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to stockholders.

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING TO BE HELD ON FEBRUARY 5, 2009:**

The proxy statement is available at [www.aerogrow.com/proxy](http://www.aerogrow.com/proxy).

## COMMON STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of December 15, 2008, regarding our common stock owned of record or known by the Company to be owned beneficially by (i) each director, (ii) each executive officer named in the Summary Compensation Table in the proxy statement, dated August 26, 2008, relating to the Company's 2008 Annual Meeting of Stockholders (the "Named Executive Officers"), (iii) all those known by the Company to beneficially own more than 5% of the Company's common stock, and (iv) all directors and Named Executive Officers as a group.

In general, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of such security, or the power to dispose or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which the person has the right to acquire beneficial ownership within 60 days. To the best of our knowledge, subject to community and marital property laws, all persons named have sole voting and investment power with respect to such shares except as otherwise noted. The table assumes a total of 13,345,877 shares of common stock outstanding.

Name of Beneficial Owner	Number of Shares Beneficially Owned(1)	Number of Shares Acquirable Within 60 Days(1)	Percent Beneficial Ownership
<b>5% Stockholders</b>			
Lazarus Investment Partners LLLP (2)	1,263,041	331,684	11.66%
Enable Capital Management LLC and affiliated holders (3)	465,545	840,000	9.20%
W. Michael Bissonnette, Former Director (4)	956,297	0	7.17%
<b>Directors</b>			
Jack J. Walker (5)	214,286	6,000	1.65%
Jervis B. Perkins	125,501	0	*
Peter A Michel	10,473	4,722	*
Suresh Kumar	9,585	3,834	*
Michael D. Dingman, Jr.	8,750	3,500	*
Linda Graebner	8,334	3,333	*
<b>Named Executive Officers</b>			
Randal L. Seffren	215,320	0	1.61%
Jeffrey M. Brainard	143,331	0	1.07%
All AeroGrow Named Executive Officers and Directors as a Group (9 Persons)	1,691,877	21,389	12.82%

\* Less than 1%.

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission, which include holding voting and investment power with respect to the securities. Shares of common stock

subject to options or warrants currently exercisable, or exercisable within 60 days, are deemed outstanding for computing the percentage of the total number of shares beneficially owned by the designated person, but are not deemed outstanding for computing the percentage for any other person.

- (2) In communication with the Company on December 15, 2008, Mr. Borus of Lazarus Investment Partners LLLP reported holdings of 1,263,041 shares of common stock and 331,684 warrants to purchase common stock. Lazarus Investment Partners LLLP's address is 2401 East 2nd Avenue, #600, Denver, CO 80206.
- (3) As of December 31, 2007, based on information provided in Schedule 13G/As filed February 20, 2008. According to these filings, Enable Capital Management, LLC ("ECM") is the beneficial owner of 465,545 shares of our common stock and warrants to purchase up to 840,000 shares of our common stock. ECM is located at One Ferry Building, Suite 255, San Francisco, CA 94111. Mr. Mitchell S. Levine is the managing member and majority owner of ECM. Mr. Levine's address is One Ferry Building, Suite 255, San Francisco, CA 94111. ECM acts as the general partner and/or investment manager of Enable Growth Partners, L.P. Enable Growth Partners L.P. is located at One Ferry Building, Suite 255, San Francisco, CA 94111.