

True Drinks Holdings, Inc.
 Form 4
 February 11, 2014

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 *
 Wistreich Carl G

(Last) (First) (Middle)

18552 MACARTHUR BLVD, SUITE 325

(Street)

IRVINE, CA 92612

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2014

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

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

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|---------|-----|------------------|-----------------|--------------|-------------------------|
| | | | | | | | | | | | | |
| Stock Option | \$ 0.25 | 02/07/2014 | | | A | | 368,609 | | <u>(1)</u> | 02/07/2024 | Common Stock | 368,609 |
| Series B Convertible Preferred Stock | <u>(3)</u> | 02/07/2014 | | | A | | 5,000 | | 02/07/2014 | <u>(4)</u> | Common Stock | 80,000 |
| Warrants | \$ 0.3 | 02/07/2014 | | | A | | 23,334 | | 02/07/2014 | 02/07/2019 | Common Stock | 23,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wistreich Carl G 18552 MACARTHUR BLVD SUITE 325 IRVINE, CA 92612 | | | | |

Signatures

/s/ Carl Wistreich
Date: 02/11/2014

**Signature of Reporting Person

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) Options shall vest as follows: 122,870 shares vest immediately upon issuance, with the remainder vesting annually thereafter in three equal installments.
- (2) Options granted pursuant to the Issuer's 2013 Stock Incentive Plan.
- (3) Each share of Series B Convertible Preferred Stock ("Series B Preferred") is convertible into 16 shares of the Issuer's common stock.
- (4) The Series B Preferred has no expiration date.
- (5) The Reporting Person received the shares of Series B Preferred and Warrants reported herein in lieu of board fees of \$20,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.