

True Drinks Holdings, Inc.
Form 4
August 18, 2015

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 *
Smith Vincent C

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2560 E. CHAPMAN AVENUE #173
(Street)
ORANGE, CA 92869

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2015

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock ⁽¹⁾	07/30/2015		C		44,666,667 ⁽²⁾	A	<u>(1)</u>	Vincent C. Smith, Jr. Annuity Trust 2015-1 ⁽³⁾
Common Stock					1,459,329	I		LB 2, LLC ⁽⁴⁾
Common Stock					1,021,455	D	⁽⁵⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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convertible into 44,666,667 shares of the Common Stock (the "Conversion Shares").

- (2) The amount reported in this column reflects the Conversion Shares received by the Reporting Person as a result of the conversion of the 67,000 shares of Series C Preferred into 44,666,667 shares of the Common Stock.

The reported securities are held by the Vincent C. Smith, Jr. Annuity Trust 2015-1 (the "GRAT"). The Reporting Person is the sole trustee of the GRAT and has retained investment control over the securities contributed to the GRAT. Prior to the conversion of the Series

- (3) C Preferred, the Reporting Person transferred all of the shares of Series C Preferred and all of the Warrants held by LB 2 to the GRAT. As a result of the transfer and conversion of the Series C Preferred, the GRAT holds all of the Conversion Shares. In addition, the GRAT holds all of the Warrants, which are immediately exercisable.
- (4) The reported shares are held by LB 2. The Reporting Person is the Manager of LB 2 and has sole power to vote and dispose of the Common Stock held by LB 2.
- (5) The reported shares are held in an Investment Retirement Account of which the Reporting Person is the sole owner. These shares are in addition to the shares reported as being beneficially owned by the Reporting Person in the prior rows.
- (6) The Series C Preferred Stock was exercisable immediately upon issuance and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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