

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

(Last) (First) (Middle)

2560 E. CHAPMAN AVENUE #173

(Street)

ORANGE, CA 92869

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

True Drinks Holdings, Inc. [TRUU]

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

08/14/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | 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 (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---|---|------------|------|---|------------------|-----|------------------|-----------------|---|----------------------------|
| | | | | | | | | | | |
| Series C Convertible Preferred Stock ⁽¹⁾ ⁽²⁾ | | 08/14/2015 | P | | 14,119 | | ⁽³⁾ | ⁽³⁾ | Common Stock | 8,305,294 |
| Common Stock Warrant (Right to Acquire) ⁽⁵⁾ | \$ 0.17 ⁽⁵⁾ | 08/14/2015 | P | | 2,906,852 | | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 2,906,852 |
| Option to Acquire Series C Convertible Preferred Stock ⁽⁶⁾ | \$ 113.33 ⁽⁶⁾ | 08/14/2015 | P | | 1 ⁽⁶⁾ | | ⁽⁶⁾ | ⁽⁶⁾ | Series C Convertible Preferred Stock ⁽⁶⁾ | 3,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Vincent C 2560 E. CHAPMAN AVENUE #173 ORANGE, CA 92869 | | X | | |

Signatures

/s/ Vincent C. Smith 08/18/2015

⁽⁶⁾Signature of Reporting Person Date

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).

On August 13, 2015, the Issuer entered into a Securities Purchase Agreement (the "Purchase Agreement") with Red Beard Holdings, LLC, a Delaware limited liability company ("Red Beard"), pursuant to which Red Beard (i) purchased 7,942 shares of the Issuer's Series C Convertible Preferred Stock (the "Series C Preferred") effective as of August 13, 2015 (the "Initial Investment"), and (ii) agreed to purchase an additional 6,177 shares of the Series C Preferred on August 28, 2015 (the "Second Investment"), in each case for \$113.33 per share.

(Continued from Footnote 1) Because the Reporting Person has completed the Initial Investment and is irrevocably committed to complete the Second Investment, the Reporting Person is reporting the ownership of an aggregate of 14,119 shares of Series C Preferred.

(2) Each share of Series C Preferred has a stated value of \$100 per share and is convertible into that number of shares of the Issuer's Common Stock (the "Common Stock") equal to the stated value, divided by \$0.17 per share. As a result, the 14,119 shares of Series C Preferred are convertible into 8,305,294 shares of the Common Stock.

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- (3) The shares of Series C Preferred are exercisable immediately upon issuance and have no expiration date.
- (4) The securities reported in this row are held by Red Beard. The Reporting Person is the Manager of Red Beard and has sole power to vote and dispose of the Common Stock held by Red Beard.

Pursuant to the Purchase Agreement, Red Beard also acquired warrants (the "Warrants") to purchase that number of shares of Common Stock equal to 35% of the number of shares of Common Stock underlying the shares of Series C Preferred acquired in the Initial Investment and to be acquired in the Second Investment. Because the Reporting Person has completed the Initial Investment and is irrevocably committed to complete the Second Investment, the Reporting Person is reporting the ownership of Warrants to purchase an aggregate of 2,906,852 shares of the Common Stock. The Warrants have a five-year term and are immediately exercisable for \$0.17 per share.

Pursuant to the Purchase Agreement, Red Beard also acquired an option to purchase an additional 3,529 shares of the Series C Preferred for \$113.33 per share, which is exercisable on or before September 15, 2015 (the "Option"). The 3,529 shares of Series C Preferred would be convertible into 2,075,882 shares of the Common Stock. If the Option is exercised in full, the Reporting Person would also receive an additional Warrant to purchase 35% of the number of shares of Common Stock underlying the shares of Series C Preferred purchased upon exercise of the Option. Accordingly, if the Option is exercised in full, the Reporting Person would receive Warrants to purchase an aggregate of 726,558 shares of the Common Stock. Upon issuance, the Warrants would have a five-year term and would be immediately exercisable for \$0.17 per share.

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.