LAZARUS INVESTMENT PARTNERS LLLP
Form 3
July 23, 2009

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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 *
Â LAZARUS INVESTMENT PARTNERS LLLP
(Last) (First) (Middle)
2401 E. 2ND AVENUE,Â #600
(Street)
DENVER,Â COÂ 80206
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/30/2009

3. Issuer Name **and** Ticker or Trading Symbol
AeroGrow International, Inc. [AERO]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	442,807	D (1)	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	06/30/2009	Â (2)	Common Stock	4,300,000 (3)	$ 0.2	D (1)	Â
Series A Preferred Warrants	06/30/2009	06/30/2014	Series A Preferred Stock	428 (4)	$ 1,250	D (1)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAZARUS INVESTMENT PARTNERS LLLP 2401 E. 2ND AVENUE #600 DENVER,Â COÂ 80206	Â	Â X	Â	Â

Signatures

/s/ Justin B. Borus, managing member of general partner	07/23/2009
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The reported securities are owned directly by Lazarus Investment Partners LLLP, and indirectly by Lazarus Management Company LLC, as general partner of Lazarus Investment Partners LLLP, and Justin B. Borus, as managing member of Lazarus Management Company LLC. Lazarus Management Company LLC and Justin B. Borus disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) The Series A Preferred Stock does not have an expiration date.

(3) The reporting person holds 860 shares of Series A Preferred Stock which are convertible into 4,300,000 shares of Common Stock.

(4) The reporting person holds warrants to purchase 428 shares of Series A Preferred Stock which are convertible into 2,140,000 shares of Common Stock.

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Remarks:

ThisÂ reportÂ isÂ filedÂ jointlyÂ byÂ LazarusÂ InvestmentÂ PartnersÂ LLLP,Â LazarusÂ ManagementÂ CompanyÂ LLC

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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