

True Drinks Holdings, Inc.
Form 4
October 16, 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 *
Sherman Kevin Charles

(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)
10/15/2014

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)
CHIEF MARKETING OFFICER

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 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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	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)		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am Nur Sha
			Code	V	(A)	(D)				
Stock Option	\$ 1.02	10/15/2014	D			184,304	<u>(1)</u>	09/01/2015	Common Stock	18
Stock Option	\$ 1.1	10/15/2014	D			245,739	<u>(3)</u>	07/01/2016	Common Stock	24
Stock Option	\$ 0.38	10/15/2014	A			430,043	<u>(4)</u>	10/15/2021	Common Stock	43

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sherman Kevin Charles 18552 MACARTHUR BLVD SUITE 325 IRVINE, CA 92612			CHIEF MARKETING OFFICER	

Signatures

/s/ Kevin
Sherman

10/16/2014

**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).

(1) Of the shares issuable pursuant to this stock option, 61,435 shares vested on each of September 1, 2013 and 2014, respectively, and the final 61,434 shares are scheduled to vest on September 1, 2015.

(2) The Reporting Person agreed to cancellation of the stock options granted to him on September 1, 2012 and July 1, 2013, in exchange for a new option issued on October 15, 2014 pursuant to the Issuer's 2013 Stock Incentive Plan, which option is exercisable for the same number of shares as the cancelled options and subject to the same vesting schedule as the option granted on September 1, 2012, but with a longer term and lower exercise price.

(3) Of the shares issuable pursuant to this stock option, 81,913 shares vested on each of July 1, 2014, and the remaining shares are scheduled to vest in equal installments on July 1, 2015 and July 1, 2016, respectively.

(4) Of the shares issuable pursuant to this stock option, 286,696 are currently vested. The remaining 143,347 shares are scheduled to vest on September 1, 2015.

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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