

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## GROW CAPITAL, INC.

**Form: 4**

**Date Filed: 2021-01-12**

Corporate Issuer CIK: 1448558

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Kennedy Terry Joe</b> <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol <b>GROW CAPITAL, INC. [GRWC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO and President</b>	
688 CHILDRENS WAY <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2021</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
HENDERSON, NV 89052 <small>(City) (State) (Zip)</small>		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	01/11/2021		A		28,169 <a href="#">(1)</a>	A	<a href="#">(1)</a>	772,499	D	
Common Stock	01/11/2021		P		164,000	A	\$ 0.25	280,701	I	Footnote <a href="#">(7)</a>
Common Stock								1,135,819	I	Footnote <a href="#">(2)</a>
Common Stock								1,818,772	I	Footnote <a href="#">(3)</a>
Common Stock								1,857,824	I	Footnote <a href="#">(4)</a>
Common Stock								935,819	I	Footnote <a href="#">(5)</a>
Common Stock								467,909	I	Footnote <a href="#">(6)</a>
Common Stock								125,000	I	Footnote <a href="#">(8)</a>
Common Stock								60,000	I	Footnote <a href="#">(9)</a>
Common Stock								68,993	I	Footnote <a href="#">(10)</a>

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

	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. SEC 1474 (9-02)
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**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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kennedy Terry Joe 688 CHILDRENS WAY HENDERSON, NV 89052	X	X	CEO and President	

**Signatures**

/s/ Terry Kennedy	01/12/2021
<small>Signature of Reporting Person</small>	<small>Date</small>

**Explanation of Responses:**

\* If the form is filed by more than one reporting person see Instruction 4(h)(v)

- (1) Fully vested shares issued as compensation for the 1st quarter of 2021 service.
- (2) The reporting person is a 50% owner and the manager of Racing 123, LLC.
- (3) The reporting person is the manager and ultimate beneficial owner of AYG LLC.
- (4) Reflects percentage ownership of Zeake, LLC.
- (5) The reporting person is the manager of King Ship, LLC.
- (6) The reporting person is the manager of Virtual Marketing Associates, LLC.
- (7) The reporting person is the sole owner and the manager of Journey, Home 4 Teens, LLC.
- (8) The reporting person is a 50% owner and the manager of Off the Wall, LLC.
- (9) The reporting person is the sole owner and the manager of Appreciation Rewards, LLC.
- (10) Shares owned by AF1 Public Relations LLC, an entity wholly-owned by the reporting person's wife. The reporting person disclaims beneficial ownership of any securities owned directly or indirectly by the reporting person's wife.

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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688 CHILDRENS WAY			3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2021</b>					
HENDERSON, NV 89052			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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Kennedy Terry Joe 688 CHILDRENS WAY HENDERSON, NV 89052	X	X	CEO and President	

**Signatures**

/s/ Terry Kennedy 01/12/2021  
Signature of Reporting Person Date

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