

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

GROW CAPITAL, INC.

Form: 4/A

Date Filed: 2019-06-28

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person Kennedy Terry Joe <small>(Last) (First) (Middle)</small> 688 CHILDRENS WAY <small>(Street)</small> HENDERSON, NV 89052 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol GROW CAPITAL, INC. [GRWC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
		3. Date of Earliest Transaction (Month/Day/Year) 06/07/2019			
		4. If Amendment, Date Original Filed (Month/Day/Year) 06/10/2019		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	

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							10,479,469	D (1)		
Common Stock							2,500,000	I	footnote (2)	
Common Stock							4,000,000	I	footnote (3)	
Common Stock	06/07/2019		A		131,465	A	(4) 131,465	I	footnote (5)	

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)

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		

Signatures

/s/ Terry Kennedy	06/28/2019
<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(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) This amendment is being filed to correct the Form 4 filed on June 10, 2019 which inadvertently misstated the number of shares of common stock held directly by Mr. Kennedy due to an administrative error related to the number of shares held in Mr. Kennedy's name in a brokerage account at TD Ameritrade.
- (2) The Reporting Person is a 50% owner and manager of Off the Wall, LLC.
- (3) The Reporting Person is a 50% owner and manager of Racing 123, LLC.
- (4) 54,661 shares were issued at a price of \$0.0869 per share and 76,805 shares were issued at a price of \$0.09765 per share.
- (5) 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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1. Name and Address of Reporting Person Kennedy Terry Joe <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol GROW CAPITAL, INC. [GRWC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____</small>	
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				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

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

Signatures

/s/ Terry Kennedy	06/28/2019
<small>Signature of Reporting Person</small>	<small>Date</small>

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