

True Drinks Holdings, Inc.
Form 5
February 14, 2014

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Wistreich Carl G

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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 Reporting

(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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount of Shares
		(A)	(D)	(A)	(D)	(A)	(D)				
Series B Convertible Preferred Stock	Â	12/10/2013	Â	P4	6,250	Â	12/10/2014	Â	(2)	Common Stock	10
Warrants	\$ 0.3	12/10/2013	Â	P4	29,167	Â	12/10/2013	12/10/2018		Common Stock	29
Series B Convertible Preferred Stock	Â	11/29/2013	Â	J4	7,254	Â	11/29/2013	Â	(2)	Common Stock	11
Warrants	\$ 0.3	11/29/2013	Â	J4	33,848	Â	11/29/2013	11/29/2018		Common Stock	33
Series B Convertible Preferred Stock	Â	11/29/2013	Â	J4	207	Â	11/29/2013	Â	(2)	Common Stock	3
Warrants	\$ 0.3	11/29/2013	Â	J4	968	Â	11/29/2013	11/29/2018		Common Stock	968

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wistreich Carl G 18552 MACARTHUR BLVD SUITE 325 IRVINE, CA 92612	Â	Â	Â	Â

Signatures

/s/ Carl Wistreich
02/14/2014

**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) Each share of Series B Convertible Preferred Stock ("Series B Preferred") is convertible into 16 shares of the Issuer's common stock.
- (2) The Series B Preferred has no expiration date.

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- (3) Warrants acquired as additional consideration for the Reporting Person's purchase of shares of Series B Preferred on December 10, 2013.
On November 29, 2013, the Reporting Person cancelled an outstanding promissory note issued by the Issuer to the Reporting Person in
- (4) the amount of \$29,012.50, including principal and accrued interest, in exchange for the shares of Series B Preferred and warrants reported as acquired on the same date.
- (5) On November 29, 2013, the Issuer reimbursed the Reporting Person for \$829.61 worth of expenses incurred in shares of Series B and Warrants, rather than cash.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.