

GROW CONDOS, INC.  
Form 10-K/A  
April 25, 2018

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K**

**(Amendment No. 1)**

**[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

For the fiscal year ended: June 30, 2017

or

**[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the transition period from:

Commission File Number: 000-53548

**GROW CONDOS, INC.**

*(Exact name of registrant as specified in its charter)*

Nevada

86-0970023

*(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)*

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722 W. Dutton Road

Eagle Point, OR 97524

*(Address of principal executive offices)*

541-879-0504

*(Registrant's telephone number, including area code)*

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$0.001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                       |                           |                                  |
|-------------------------|-----------------------|---------------------------|----------------------------------|
| Large accelerated filer | <input type="radio"/> | Accelerated filer         | <input type="radio"/>            |
| Non-accelerated filer   | <input type="radio"/> | Smaller reporting company | <input checked="" type="radio"/> |
|                         |                       | Emerging growth company   | <input checked="" type="radio"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Yes [ ] No [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second quarter.

The market value of the voting and non-voting common stock held by non-affiliates totaled \$60,433,762 based upon a valuation of \$1.14 per share, that being the closing price on December 30, 2016 the last business day of the registrant's most recently completed second fiscal quarter.

**APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Not applicable.

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**(APPLICABLE ONLY TO CORPORATE REGISTRANTS)**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of April 18, 2018, the registrant had 88,926,057 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

See Part IV, Item 15.

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## EXPLANATORY NOTE

This Amendment No. 1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2018, that was filed by the Registrant on April 24, 2018, is filed for the sole purpose of attaching certain exhibits that were inadvertently omitted from the original filing. Exhibits 31 and 32 certify with respect to the original filing as well as this amendment. Readers should consider the original filing and this amendment as one complete document. This amendment amends the Exhibit Index set forth below and as mentioned, attaches certain amendments. Otherwise, the original filing remains unamended in its entirety.

### Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 3.1            | <u>Articles of Incorporation</u> *                        |
| 3.2            | <u>By-laws</u> *  |
| 14             | <u>Code of Conduct</u> *                                  |
| 31             | <u>302 Certification of CEO and CFO</u>                   |
| 32             | <u>906 Certification of CEO and CFO</u>                   |
| 99             | <u>NASDAQ Rule 4200(a)(15)**</u>                          |
| 101 INS        | XBRL Instance Document***                                 |
| 101 PRE        | XBRL Taxonomy Extension Presentation Linkbase Document*** |
| 101 LAB        | XBRL Taxonomy Extension Label Linkbase Document***        |
| 101 DEF        | XBRL Taxonomy Extension Definition Linkbase Document***   |
| 101 CAL        | XBRL Taxonomy Extension Calculation Linkbase Document***  |
| 101 SCH        | XBRL Taxonomy Extension Schema Document***                |

\*Attached as an exhibit to the Registrant's Registration Statement on Form 10 filed with the Securities and Exchange Commission on January 7, 2009.

\*\*Attached as an exhibit to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on October 14, 2014.

\*\*\*Attached as an exhibit to the Registrant's original filing of its Annual Report on Form 10-K that this filing amends which was filed with the Securities and Exchange Commission on April 24, 2018.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Grow Condos Inc.

Date: April 25, 2018 By: */s/ Wayne A. Zallen*

Wayne A. Zallen

Chief Executive Officer, Acting Chief Financial Officer and President (Principal Executive Officer and Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>Signature</b>                              | <b>Title</b>  | <b>Date</b>    |
|---|---|----------------|
| <i>/s/ Wayne A. Zallen</i><br>Wayne A. Zallen | Chief Executive Officer, Acting Chief Financial Officer, President and a Director<br>(Principal Executive Officer and Principal Financial and Accounting Officer) | April 25, 2018 |
| <i>/s/ Carl S. Sanko</i><br>Carl S. Sanko     | Director  | April 25, 2018 |
| <i>/s/ David Tobias</i><br>David Tobias       | Director  | April 25, 2018 |
|   | Secretary and Treasurer   |                |

*/s/ Joann Z.  
Cleckner*

April  
25,  
2018

Jonan Z.  
Cleckner