

True Drinks Holdings, Inc.
 Form 4
 February 11, 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 *
 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. Date of Earliest Transaction
 (Month/Day/Year)

02/07/2014

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)

6. Individual or Joint/Group Filing(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)	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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		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	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)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount
				Code	V				
Stock Option	\$ 0.25	02/07/2014	A	368,609		<u>(1)</u>	02/07/2024	Common Stock	368,609
Series B Convertible Preferred Stock	<u>(3)</u>	02/07/2014	A	5,000		02/07/2014	<u>(4)</u>	Common Stock	80,000
Warrants	\$ 0.3	02/07/2014	A	23,334		02/07/2014	02/07/2019	Common Stock	23,334

Reporting Owners

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

Signatures

/s/ Carl Wistreich
Date: 02/11/2014

__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) Options shall vest as follows: 122,870 shares vest immediately upon issuance, with the remainder vesting annually thereafter in three equal installments.
- (2) Options granted pursuant to the Issuer's 2013 Stock Incentive Plan.
- (3) Each share of Series B Convertible Preferred Stock ("Series B Preferred") is convertible into 16 shares of the Issuer's common stock.
- (4) The Series B Preferred has no expiration date.
- (5) The Reporting Person received the shares of Series B Preferred and Warrants reported herein in lieu of board fees of \$20,000.

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