

CALIBRUS, INC.  
Form 10-KT  
October 15, 2014

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

FORM 10-K/A  
(Amendment No. 1)

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

For the fiscal year ended:

or

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

For the transition period from January 1, 2014, to June 30, 2014

Commission File Number: 000-53548

GROW CONDOS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

86-0970023  
(I.R.S. Employer Identification  
No.)

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 15(d) of the Exchange 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 Exchange Act 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.

(1) Yes  No  (2) Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, 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

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 or a smaller reporting company:

Large accelerated Accelerated filer   
filer   
Non-accelerated filer Smaller reporting company

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

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 is \$9,998,261, based on 20,404,614 shares held by non-affiliates. The shares were valued at \$0.49 per share, that being the closing price on June 30, 2014, the last business day of the registrant's transition period.

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

Not applicable.

(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 October 14, 2014, the registrant had 41,568,494 shares of common stock outstanding.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Transition Report of Grow Condos, Inc. (the “Company”) on Form 10-K for the transition period ended June 30, 2014, filed with the Securities and Exchange Commission on October 14, 2014 (the “Form 10-K”), is to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language).

**IN ACCORDANCE WITH THE TEMPORARY HARDSHIP EXEMPTION PROVIDED BY RULE 201 OF REGULATION S-T, THE DATE BY WHICH THE INTERACTIVE DATA FILE IS REQUIRED TO BE SUBMITTED HAS BEEN EXTENDED BY SIX BUSINESS DAYS.**

Other than the aforementioned, no other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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ITEM 15: EXHIBITS .

(a)(3) Exhibits. The following exhibits are filed as part of this Transition Report Amendment:

Exhibits

| Exhibit Number | Description (1)   |
|----------------|---|
| 3.1            | Articles of Incorporation (2)                           |
| 3.2            | By-laws (2)   |
| 14             | Code of Conduct (2)                                     |
| 31.1           | 302 Certification of Wayne A. Zallen                    |
| 31.2           | 302 Certification of Joann Z. Cleckner                  |
| 32             | 906 Certification                                       |
| 99             | NASDAQ Rule 4200(a)(15) (3)                             |
| 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*                |

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed “furnished” and not “filed” or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, or deemed “furnished” and not “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise are not subject to liability under these sections.

DOCUMENTS INCORPORATED BY REFERENCE

- (1) Summaries of all exhibits contained within this Report are modified in their entirety by reference to these exhibits.
- (2) Filed as an exhibit to the Company's registration statement on Form 10 filed with the Commission, SEC file no. 000-53548.
- (3) Filed as an exhibit to the Company's transition report on Form 10K filed with the Commission on October 14, 2014.

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: October 14, 2014

By: /s/Wayne A. Zallen  
Wayne A. Zallen, President and CEO

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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:

GROW CONDOS, INC.

Date: October 14, 2014

By: /s/ Wayne A. Zallen  
Wayne A. Zallen, President and CEO

Date: October 14, 2014

By: /s/Joann Z. Cleckner  
Joann Z. Cleckner, Secretary, Treasurer and CFO

Date: October 14, 2014

By: /s/ Jeff W. Holmes  
Jeff W. Holmes, Director

Date: October 14, 2014

/s/ Carl S. Sanko  
Carl S. Sanko, Director

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