

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

# FORM 5

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

OMB APPROVAL  
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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

1. Name and Address of Reporting Person \*  
**Wistreich Carl G**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**True Drinks Holdings, Inc. [TRUU]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**18552 MACARTHUR BLVD, SUITE 325**  
 (Street)

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

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

**IRVINE, CA 92612**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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)<br>(A) or (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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 of 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 | Am Nu Sha |
|--------------------------------------|---------------------|------------|-----|----|--------|---|------------|------------------|-----------------|-------|-----------|
|                                      |                     | (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    | 9     |           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Wistreich Carl G<br>18552 MACARTHUR BLVD<br>SUITE 325<br>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.