

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-11-15**
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REPORTING OWNER

MILLER JAMES G

CIK: **1096062**

Type: **4** | Act: **34** | File No.: **333-150954** | Film No.: **13553397**

Mailing Address

P.O. BOX 14144

PARKVILLE MO 64152

ISSUER

Guardian 8 Holdings

CIK: **1429592** | IRS No.: **260674103** | State of Incorporation: **NV** | Fiscal Year End: **1231**
SIC: **7381** Detective, guard & armored car services

Mailing Address

15230 N. 75TH STREET

SUITE 1002

SCOTTSDALE AZ 85260

Business Address

15230 N. 75TH STREET

SUITE 1002

SCOTTSDALE AZ 85260

9133178887

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 MILLER JAMES G			2. Issuer Name and Ticker or Trading Symbol Guardian 8 Holdings [GRDH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2012			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
11006 PARALLEL PARKWAY, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) KANSAS CITY, KS 66109								
(City)	(State)	(Zip)						

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽²⁾	11/15/2012 ⁽¹⁾	01/23/2013 ⁽¹⁾	A		62,500 ⁽²⁾	A	\$0.4 ⁽²⁾	2,004,555	D	

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 Derivative Security	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) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class A Warrant ⁽²⁾	\$0.55 ⁽²⁾	11/15/2012 ⁽¹⁾	01/23/2013 ⁽¹⁾	A		62,500 ⁽²⁾		11/15/2012	11/14/2015	Common Stock	62,500	\$0.55	62,500	D	
Class B Warrant ⁽²⁾	\$0.75 ⁽²⁾	11/15/2012 ⁽¹⁾	01/23/2013 ⁽¹⁾	A		62,500 ⁽²⁾		11/15/2012	11/14/2017	Common Stock	62,500	\$0.75	62,500	D	

Explanation of Responses:

- Subscription agreement was dated 11/15/2012 and acceptance by company through issuance of shares was on 1/23/13.
- Purchase of \$25,000 in Units at \$0.40 per Unit. Each Unit consists of one share of common stock, one class a warrant to purchase a share of common stock for three years at \$0.55 per share, and one class b warrant to purchase a share of common stock for five years at \$0.75 per share.

Signatures

Anthony N. DeMint, Power of Attorney

** Signature of Reporting Person

01/28/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of Guardian 8 Holdings, a Nevada corporation (the "Registrant"), hereby constitutes and appoints Anthony N. DeMint of DeMint Law, PLLC, their true and lawful attorney or attorney-in-fact, with full power of substitution and resubstitution, for each of the undersigned and in the name, place and stead of each of the undersigned, to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of Guardian 8 Holdings or its subsidiaries (the "Company"), forms and authentication documents for EDGAR filing access;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such forms and authentication documents;

(3) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of the Company, Forms 3, 4 and 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney-in-fact, or such attorney-in-fact's substitute and substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect

to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original with respect to the person executing it.

In WITNESS WHEREOF, each of the undersigned has caused this Power of Attorney to be executed as of this 12th day of January, 2012.

/s/ Steve Cochennet
Steve Cochennet
Chairman, CEO, President,
Secretary, Treasurer

/s/ Loren Moll
Loren Moll
Director

/s/ Kyle Edwards
Kyle Edwards
Director

/s/ James Miller
James Miller
Director

/s/ Kathleen Hanrahan
Kathleen Hanrahan
Director

/s/ Corey Lambrecht
Corey Lambrecht
Director

/s/ Jim Nolton
Jim Nolton
Director