

Viggle Inc.
Form SC 13G
December 26, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Rule 13d-102)
(Amendment No. __)*
VIGGLE INC.
(Name of Issuer)
COMMON STOCK
(Title of Class of Securities)
92672V105
(CUSIP Number)
December 16, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) NAMES OF REPORTING PERSONS

Frazier Technology Ventures II, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER **7,346,142 (1)**

SHARES

(6) SHARED VOTING POWER **0**

BENEFICIALLY

OWNED BY (7) SOLE DISPOSITIVE POWER **7,346,142 (1)**

EACH

(8) SHARED DISPOSITIVE POWER **0**

REPORTING

PERSON

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,346,142 (1)(2)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.23% (3)

(12) TYPE OF REPORTING PERSON

PN

(1) Includes 1,265,606 shares of common stock held in escrow pursuant to the Agreement and Plan of Merger, dated December 16, 2013 (the Merger Agreement), by and among Viggle Inc., Wetpaint.com, Inc., a Delaware corporation (Wetpaint), certain stockholders of Wetpaint (solely with respect to Articles 1, 5 and 6 and Subsection 11.1 thereof) and Shareholder Representative Services LLC, a Colorado limited liability company (solely in its capacity as the Stockholders Agent).

(2) These shares are owned directly by Frazier Technology Ventures II, L.P. (Frazier), of which FTVM II, L.P. (FTVM) is the sole general partner. Frazier Technology Management, L.L.C. (Frazier Tech Management) is the sole general partner of FTVM and exercises voting and investment power over these shares.

(3) Assumes that there are 117,880,374 shares of common stock of Viggle Inc. outstanding based on information provided by Viggle Inc., which includes 43,273,691 shares of common stock issued by Viggle Inc. pursuant to the Merger Agreement.

(1) NAMES OF REPORTING PERSONS

FTVM II, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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WITH:

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(3) Assumes that there are 117,880,374 shares of common stock of Viggle Inc. outstanding based on information provided by Viggle Inc., which includes 43,273,691 shares of common stock issued by Viggle Inc. pursuant to the Merger Agreement.

(1) NAMES OF REPORTING PERSONS

Frazier Technology Management, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER **7,346,142 (1)**

SHARES

(6) SHARED VOTING POWER **0**

BENEFICIALLY

OWNED BY (7) SOLE DISPOSITIVE POWER **7,346,142 (1)**

EACH

(8) SHARED DISPOSITIVE POWER **0**

REPORTING

PERSON

WITH:

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,346,142 (1)(2)

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(2) These shares are owned directly by Frazier Technology Ventures II, L.P. (Frazier), of which FTVM II, L.P. (FTVM) is the sole general partner. Frazier Technology Management, L.L.C. (Frazier Tech Management) is the sole general partner of FTVM and exercises voting and investment power over these shares.

(3) Assumes that there are 117,880,374 shares of common stock of Viggle Inc. outstanding based on information provided by Viggle Inc., which includes 43,273,691 shares of common stock issued by Viggle Inc. pursuant to the Merger Agreement.

Item 1(a). Name of Issuer:

Viggle Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

902 Broadway, 11th Floor

New York, NY 10010

Item 2(a). Name of Persons Filing:

Frazier Technology Ventures II, L.P.

FTVM II, L.P.

Frazier Technology Management, L.L.C.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of each of Frazier Technology Ventures II, L.P., FTVM II, L.P. and Frazier Technology Management, L.L.C. is:

c/o Frazier Healthcare

601 Union, Two Union Square, Suite 3200

Seattle, WA 98101

Item 2(c). Citizenship:

Frazier Technology Ventures II, L.P. is a limited partnership organized under the laws of the State of Delaware. FTVM II, L.P. is a limited partnership organized under the laws of Delaware. Frazier Technology Management, L.L.C. is a Delaware limited liability company.

Item 2(d). Title of Class of Securities:

Common Stock.

Item 2(e). CUSIP Number:

92672V105

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act;
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) " A parent holding company or control person in accordance with §240.13d-1 (b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13(d)-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

Reference is hereby made to Items 5-9 and 11 of pages 2-4 of this Schedule, which Items are incorporated by reference herein.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof each reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

This Schedule 13G is being filed by Frazier Technology Ventures II, L.P. (Frazier), of which FTVM II, L.P. (FTVM) is the sole general partner. Frazier Technology Management, L.L.C. (Frazier Tech Management) is the sole general partner of FTVM and exercises voting and investment power over these shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

The Reporting Persons hereby make the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 26, 2013

FRAZIER TECHNOLOGY VENTURES II, L.P.

By: FTVM II, L.P., its General Partner

By: Frazier Technology Management,
L.L.C., its General Partner

By: /s/ Len Jordan

Name: Len Jordan

Title: Managing Member

FTVM II, L.P.

By: Frazier Technology Management,
L.L.C., its General Partner

By: /s/ Len Jordan

Name: Len Jordan

Title: Managing Member

FRAZIER TECHNOLOGY MANAGEMENT, L.L.C.

By: /s/ Len Jordan

Name: Len Jordan

Title: Managing Member

Exhibit 1: Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Date: December 26, 2013

FRAZIER TECHNOLOGY VENTURES II, L.P.

By: FTVM II, L.P., its General Partner

By: Frazier Technology Management,
L.L.C., its General Partner

By: /s/ Len Jordan
Name: Len Jordan

Title: Managing Member

FTVM II, L.P.

By: Frazier Technology Management,
L.L.C., its General Partner

By: /s/ Len Jordan
Name: Len Jordan

Title: Managing Member

FRAZIER TECHNOLOGY MANAGEMENT, L.L.C.

By: /s/ Len Jordan
Name: Len Jordan

Title: Managing Member

