

GLU MOBILE INC
Form 4
November 16, 2016

FORM 4

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

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

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cannon Gregory J.

(Last) (First) (Middle)

C/O GLU MOBILE INC., 500
HOWARD STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction
(Month/Day/Year)

11/15/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Vice President, Finance and IR

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	11/15/2016		A	V Amount (A) or (D) Price 1,250 A \$ 0 (1)	87,249 (2)	D	
Common Stock	11/15/2016		F(3)	470 D \$ 2.06	86,779	D	
Common Stock	11/15/2016		A	3,709 A \$ 0 (4)	90,488	D	
Common Stock	11/15/2016		F(3)	1,394 D \$ 2.06	89,094	D	
Common Stock	11/15/2016		A	4,688 A \$ 0 (5)	93,782	D	

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Common Stock	11/15/2016	F ⁽³⁾	1,762	D	\$ 2.06	92,020	D
Common Stock	11/15/2016	A	25,000	A	\$ 0 (6)	117,020	D
Common Stock	11/15/2016	F ⁽³⁾	9,395	D	\$ 2.06	107,625	D

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

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(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 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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(7)	11/15/2016		M ⁽¹⁾	1,250	(8)	(8)	Common Stock 1,250
Restricted Stock Units	(7)	11/15/2016		M ⁽⁴⁾	3,709	(9)	(9)	Common Stock 3,709
Restricted Stock Units	(7)	11/15/2016		M ⁽⁵⁾	4,688	(10)	(10)	Common Stock 4,688
Restricted Stock Units	(7)	11/15/2016		M ⁽⁶⁾	25,000	(11)	(11)	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cannon Gregory J. C/O GLU MOBILE INC.	Vice President, Finance and IR

500 HOWARD STREET, SUITE 300
SAN FRANCISCO, CA 94105

Signatures

/s/ Gregory J.
Cannon

11/16/2016

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) Vesting of restricted stock units ("RSUs") granted to Mr. Cannon on May 14, 2013.

In a Form 4 filed on August 17, 2016, Mr. Cannon reported that he directly beneficially owned 83,770 shares of common stock of Glu Mobile Inc. ("Glu"). Mr. Cannon subsequently acquired 2,229 shares of Glu common stock on August 19, 2016 pursuant to Glu's 2007

(2) Employee Stock Purchase Plan, which purchase was exempt from reporting under Rule 16b-3(c) promulgated under the Securities Exchange Act of 1934, as amended. The amount of securities directly beneficially owned by Mr. Cannon following this transaction takes into account this purchase.

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this row of Mr. Cannon's Form 4 were relinquished by Mr. Cannon and cancelled by Glu in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Cannon resulting from the vesting of RSUs. Mr. Cannon did not sell or otherwise dispose of any of the shares reported on this row of his Form 4 for any reason other than to cover required taxes.

(3) Vesting of RSUs granted to Mr. Cannon on October 8, 2013.

(4) Vesting of RSUs granted to Mr. Cannon on October 14, 2014.

(5) Vesting of RSUs granted to Mr. Cannon on October 13, 2015.

(6) Each RSU represents a contingent right to receive one share of Glu common stock.

The RSU vested as to 25% of the total number of shares subject to the RSU on May 15, 2014 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was August 15, 2014, the next quarterly vesting date was November 15, 2014, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

(7) The RSU vested as to 25% of the total number of shares subject to the RSU on November 17, 2014 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was February 15, 2015, the next quarterly vesting date was May 15, 2015, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

(8) The RSU vested as to 25% of the total number of shares subject to the RSU on November 16, 2015 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was February 16, 2016, the next quarterly vesting date was May 15, 2016, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

(9) The RSU vested as to 25% of the total number of shares subject to the RSU on November 15, 2016 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date will be February 15, 2017, the next quarterly vesting date will be May 15, 2017, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

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

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