

Akhavan Chris
Form 4
May 16, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Akhavan Chris

(Last) (First) (Middle)

C/O GLU MOBILE INC., 875
HOWARD STREET, SUITE 100

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2018

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)

Chief Revenue Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/15/2018		S ⁽¹⁾		64,900	D \$ 5.5125 ⁽²⁾	95,724	D	
Common Stock	05/15/2018		M ⁽³⁾		7,188	A \$ 0	102,912	D	
Common Stock	05/15/2018		F ⁽⁴⁾		3,564	D \$ 5.52	99,348	D	
Common Stock	05/15/2018		M ⁽⁵⁾		6,875	A \$ 0	106,223	D	
Common Stock	05/15/2018		F ⁽⁴⁾		3,409	D \$ 5.52	102,814	D	

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	05/15/2018		M ⁽³⁾	7,188	<u>(7)</u>	<u>(7)</u>	Common Stock 7,188
Restricted Stock Units	<u>(6)</u>	05/15/2018		M ⁽⁵⁾	6,875	<u>(8)</u>	<u>(8)</u>	Common Stock 6,875

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Akhavan Chris C/O GLU MOBILE INC. 875 HOWARD STREET, SUITE 100 SAN FRANCISCO, CA 94103	Chief Revenue Officer

Signatures

/s/ Chris
Akhavan 05/16/2018

**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)

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The sale was effected pursuant to a trading plan designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934 that Mr Akhavan entered into on November 10, 2017.

Represents a weighted average price, as this transaction was executed in multiple trades at prices ranging from \$5.5 to \$5.53. The

- (2) reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.

- (3) Vesting of restricted stock units (RSUs) granted to Mr. Akhavan on October 14, 2014.

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 these shares were relinquished by

- (4) Mr. Akhavan and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Akhavan resulting from the vesting of RSUs. Mr. Akhavan did not sell or otherwise dispose of any of these shares for any reason other than to cover required taxes.

- (5) Vesting of RSUs granted to Mr. Akhavan 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 November 15, 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

- (7) Vesting Date on the same day of each third month(e.g., the first quarterly vesting date was February 15, 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.

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

- (8) Vesting Date on the same day of each third month(e.g., the first quarterly vesting date was February 15, 2017, the next quarterly vesting date was 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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