

Smith Benjamin T. IV
Form 4
June 07, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Benjamin T. IV

(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)

06/06/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(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) | 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) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/06/2018 | | M | | 50,000 | A | \$ 4.43 |
| Common Stock | 06/06/2018 | | F ⁽¹⁾ | | 39,554 | D | \$ 5.6 |
| Common Stock | 06/07/2018 | | M ⁽²⁾ | | 25,000 | A | \$ 0 |

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

**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 control**

SEC 1474
(9-02)

number.

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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 4.43 | 06/06/2018 | | M | | 50,000 | | <u>(3)</u> | 06/07/2018 | Common Stock | 50,000 |
| Restricted Stock Units | <u>(4)</u> | 06/07/2018 | | M <u>(2)</u> | | 25,000 | | <u>(5)</u> | <u>(5)</u> | Common Stock | 25,000 |
| Restricted Stock Units | <u>(4)</u> | 06/07/2018 | | A | | 25,000 | | <u>(6)</u> | 06/07/2028 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 5.67 | 06/07/2018 | | A | | 50,000 | | <u>(7)</u> | <u>(7)</u> | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Smith Benjamin T. IV C/O GLU MOBILE INC. 875 HOWARD STREET, SUITE 100 SAN FRANCISCO, CA 94103 | X |

Signatures

/s/ Benjamin T. Smith, IV by Scott J. Leichtner,
Attorney-in-Fact 06/07/2018

__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).

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- 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. These shares were withheld and cancelled by Glu Mobile Inc. ("Glu") at the market price of \$5.60 per share less the exercise price of \$4.43 to fund the cashless exercise of 50,000 options owned by Mr. Smith.
- (1) Vesting of restricted stock units (RSUs) granted to Mr. Smith on June 8, 2017.
The option vested over a 12 month period, with 8.332% of the shares becoming exercisable on July 7, 2012, the one month anniversary of the vesting commencement date, and the remaining shares vesting and becoming exercisable in 11 equal monthly instalments thereafter, such that the option was fully vested on June 7, 2013.
 - (2) Each RSU represents a contingent right to receive one share of Glu common stock.
 - (3) The RSU vests in full on the first to occur of (1) June 8, 2018 or (2) the date of the Glu Mobile Inc. 2018 Annual Meeting of Stockholders.
 - (4) The RSU vests in full on the first to occur of (1) June 7, 2019 or (2) the date of the Glu Mobile Inc. 2019 Annual Meeting of Stockholders.
 - (5) The option is immediately exercisable and vests in full on the first to occur of (1) June 7, 2019 or (2) the date of the Glu Mobile Inc. 2019 Annual Meeting of Stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space 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.