

GLU MOBILE INC
Form 4
November 19, 2014

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)

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)

11/17/2014

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/17/2014		A	1,250	A \$ 0 ⁽¹⁾	63,959 ⁽²⁾	D
Common Stock	11/17/2014		F ⁽³⁾	470	D \$ 3.77	63,489	D
Common Stock	11/17/2014		A	14,835	A \$ 0 ⁽⁴⁾	78,324	D
Common Stock	11/17/2014		F ⁽³⁾	5,575	D \$ 3.77	72,749	D
Common Stock	11/18/2014		S	10,040	D \$ 3.8406 ⁽⁵⁾	62,709	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. De Se (In
				Code	V	(A)	(D)	
Restricted Stock Units	(6)	11/17/2014		M ⁽¹⁾	1,250	(7)	(7)	Common Stock 1,250
Restricted Stock Units	(6)	11/17/2014		M ⁽⁴⁾	14,835	(8)	(8)	Common Stock 14,835

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cannon Gregory J. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105			Vice President, Finance and IR	

Signatures

/s/ Gregory J. Cannon 11/19/2014

__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.
- (2) In a Form 4 filed on August 19, 2014, Mr. Cannon reported that he beneficially owned 60,847 shares of the common stock of Glu Mobile Inc. ("Glu"). Mr. Cannon subsequently acquired 1,862 shares of Glu on August 21, 2014, pursuant to Glu's 2007 Employee Stock Purchase Plan, which purchase was exempt from reporting under Rule 16b-3(c) promulgated under the Securities Exchange Act of 1934,

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as amended. The amount of securities 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.

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

Represents a weighted average price, as this transaction was executed in multiple trades at prices ranging from \$3.82 to \$3.85. The

- (5) 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.

- (6) Each restricted stock unit represents a contingent right to receive one share of Glu Mobile Inc. common stock.

The restricted stock unit vested as to 25% of the total number of shares of 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

- (7) 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.

The restricted stock unit vested as to 25% of the total number of shares of 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

- (8) 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, 2015, the next quarterly vesting date will be 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.

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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