

Sutherland Paul Howard
 Form 5
 March 04, 2019

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Sutherland Paul Howard

(Last) (First) (Middle)

833 WEST SOUTH BOULDER ROAD

(Street)

LOUISVILLE, CO 80027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GAIA, INC [GAIA]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2018

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	or	(D)	Price		
GAIA Class A Common Stock	Â	Â	Â	Â	Â	Â	33,840	D ⁽¹⁾	Â
GAIA Class A Common Stock	Â	Â	Â	Â	Â	Â	4,000 ⁽²⁾	I	Held by 401(k) plan for the benefit of Mr.

Sutherland

GAIA Class A Common Stock	^	^	^	^	^	^	21,042	I ⁽³⁾	By Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(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)
							Amount or Number of Shares
Director Stock Option (right to buy)	\$ 14.95	05/03/2018	^	A4	7,257 ^	Date Exercisable: ^ ^ (4) 05/03/2028	Class A Common Stock 7,257

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Sutherland Paul Howard 833 WEST SOUTH BOULDER ROAD LOUISVILLE, CO 80027	^	X	^	^	^
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Signatures

Paul Tarell Attorney-In-Fact for Paul H. Sutherland	03/04/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 reporting person jointly owns 150 shares with his son and 175 shares with his daughter of Gaia, Inc. Class A Common Stock reported herein.

- (2) As a result of changes in his role at FIMgroup in November 2018, the reporting person is no longer reporting 5,900 shares directly beneficially held by FIMgroup.
- (3) Revocable trust for which the reporting person serves as the trustee and the beneficiaries of which include members of the reporting person's immediate family.
- (4) Stock option provides for vesting and exercisability of 20% per year on the date of the annual shareholder meeting starting.

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