

GLU MOBILE INC
Form 4
February 18, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
02/17/2015

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)
Vice President, Finance and IR

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 | 02/17/2015 | | A | | 1,250 | A | \$ 0 (1) |
| Common Stock | 02/17/2015 | | F(2) | | 470 | D | \$ 5.23 |
| Common Stock | 02/17/2015 | | A | | 3,708 | A | \$ 0 (3) |
| Common Stock | 02/17/2015 | | F(2) | | 1,394 | D | \$ 5.23 |
| Common Stock | 02/18/2015 | | S(7) | | 3,094 | D | \$ 5.23 |

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units | (4) | 02/17/2015 | | M(1) | 1,250 | (5) (5) | Common Stock | 1,250 |
| Restricted Stock Units | (4) | 02/17/2015 | | M(3) | 3,708 | (6) (6) | Common Stock | 3,708 |

Reporting Owners

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

Signatures

/s/ Gregory J. Cannon
02/18/2015

**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.

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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. All of the shares reported as disposed of in

- (2) 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) 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

- (5) 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

- (6) following the RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was scheduled to 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.
- (7) 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. Cannon entered into on March 7, 2014.

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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