

GLU MOBILE INC
Form 4
July 29, 2016

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 *
de Masi Niccolo

(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)

07/28/2016

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)
Chairman and CEO

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	07/28/2016		M		27,778	A	\$ 1.77
Common Stock	07/28/2016		F ⁽¹⁾		20,922	D	\$ 2.35
Common Stock	07/28/2016		F ⁽²⁾		3,578	D	\$ 2.35
Common Stock	07/28/2016		M		9,723	A	\$ 2.03
Common Stock	07/28/2016		F ⁽¹⁾		8,399	D	\$ 2.35

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Common Stock 07/28/2016 F⁽²⁾ 691 D \$ 2.35 455,873 D

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.77	07/28/2016		M	27,778	⁽³⁾ 10/21/2016	Common Stock	27,778
Stock Option (right to buy)	\$ 2.03	07/28/2016		M	9,723	⁽³⁾ 01/03/2017	Common Stock	9,723

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Masi Niccolo C/O GLU MOBILE INC. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	X		Chairman and CEO	

Signatures

/s/ Niccolo M. de Masi 07/29/2016

**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) 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 \$2.35 per share less the exercise price of \$1.77 to fund the cashless exercise of 27,778 options owned by Mr. de Masi, which cashless exercise approved by the board of directors of Glu.

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

(3) The option vested and became exercisable with respect to 25% of the shares on October 10, 2010, with the remaining shares vesting and becoming exercisable in equal monthly installments over the following three years, such that the option was fully vested on October 10, 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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