

GLU MOBILE INC  
Form 4  
November 16, 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 \*  
Earl Nicholas

(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)  
11/14/2016

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)  
President & 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 Indirect Ownership (Instr. 4)
				Code V	Amount		
Common Stock	11/15/2016			A	125,000	A	
					\$ 0	(1)	
					131,613	(2)	D
Common Stock	11/15/2016			F(3)	46,975	D	
					\$ 2.06		
					84,638		D

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

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SEC 1474 (9-02)

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**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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units	(4)	11/15/2016		M <sup>(1)</sup>		125,000	(5)	(5)	Common Stock
Stock Option (right to buy)	\$ 2.1	11/14/2016		A	650,000		(6)	11/14/2026	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Earl Nicholas 500 HOWARD STREET SUITE 300 SAN FRANCISCO, CA 94105			President & CEO	

## Signatures

/s/ Nicholas Earl                      11/16/2016  
 \*\*Signature of                              Date  
 Reporting Person

## 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. Earl on December 15, 2015.  
 Mr. Earl acquired 6,613 shares of Glu Mobile Inc.'s ("Glu") common stock on August 19, 2016 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, as amended. The amount of securities directly beneficially owned by Mr. Earl 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 Form 4 were relinquished by Mr. Earl and cancelled by Glu in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Earl resulting from the vesting of RSUs. Mr. Earl did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
  - (2) Purchase Plan, which purchase was exempt from reporting under Rule 16b-3(c) promulgated under the Securities Exchange Act of 1934, as amended. The amount of securities directly beneficially owned by Mr. Earl following this transaction takes into account this purchase.
  - (3) this Form 4 were relinquished by Mr. Earl and cancelled by Glu in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Earl resulting from the vesting of RSUs. Mr. Earl did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
  - (4) Each RSU represents a contingent right to receive one share of Glu common stock.
  - (5) The RSU vested as to 25% of the total number of shares of subject to the RSU on November 15, 2016 (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 RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date will be February 15, 2017, the next quarterly

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vesting date will be May 15, 2017, 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

- (6) The option vests and becomes exercisable over four years with 25% of the shares vesting on the first anniversary of the grant date and the remaining shares vesting and becoming exercisable in equal monthly installments thereafter for a period of three years.

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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