

SILLERMAN ROBERT F X

Form 3

July 31, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *SILLERMAN ROBERT F X
(Last) (First) (Middle)C/O VIGGLE INC., 902
BROADWAY, 11TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
07/31/20123. Issuer Name and Ticker or Trading Symbol
Viggle Inc. [VGGL]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Exec Chair and Chief Exec Off5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,030,455

D

A

Common Stock

2,700,000

I

Owned through Laura Baudo
Sillerman, Mr. Sillerman's spouse

Common Stock

2,700,000

I

Owned through trust for the
benefit of Mr. Sillerman's
descendants

Common Stock

46,267,000

I

Owned through Sillerman
Investment Company, LLCRestricted Stock Unit ⁽¹⁾

2,000,000

D

A

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

SEC 1473 (7-02)

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information contained in this form are not**

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant	08/25/2011	08/25/2014	Common Stock	2,064,000	\$ 8
					I
					Owned through Sillerman Investment Company, LLC
Warrant	05/15/2012	05/15/2015	Common Stock	545,455	\$ 8
					D
					Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
SILLERMAN ROBERT F X C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010	Â X	Â X	Â	Exec Chair and Chief Exec Off	Â

Signatures

/s/ Robert F.X.
Sillerman

07/31/2012

**Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The restricted stock units vest over a period of four years, with 25% vesting on each of February 24, 2013, 2014, 2015, and 2016.

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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