

Time Inc.
Form 3
January 11, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 *

Â Elders David B

(Last) (First) (Middle)

C/O TIME INC.,Â 225
LIBERTY STREET

(Street)

NEW YORK,Â NYÂ 10281

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/09/2017

3. Issuer Name **and** Ticker or Trading Symbol
Time Inc. [TIME]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
EVP, Chief Revenue Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ 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, par value \$0.01

5,892 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Performance Stock Units	Â (2)	03/15/2018	Common Stock, par value \$0.01	22,727 \$ (2) D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elders David B C/O TIME INC. 225 LIBERTY STREET NEW YORK, NY 10281	Â	Â	Â EVP, Chief Revenue Officer	Â

Signatures

/s/ Kevin K. Tang, Attorney-in-Fact for David B. Elders 01/11/2017

__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) Includes 5,892 restricted stock units that are scheduled to vest ratably over four years on June 6 of each of 2017, 2018, 2019 and 2020.

Each performance stock unit represents a contingent right to receive one share of common stock of the Issuer. The performance stock units shall vest (if any) on March 15, 2018 in a threshold amount of 50% to a maximum amount of 275% of the number of performance stock units granted based on the average fair market value of the Issuer's common stock during the period commencing on February 15, 2018 and ending on March 15, 2018.

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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