

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 *
Ludwig Eric R

(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)
EVP, COO and CFO

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		8,334	A	\$ 1.77
Common Stock	07/28/2016		F ⁽¹⁾		6,277	D	\$ 2.35
Common Stock	07/28/2016		F ⁽²⁾		774	D	\$ 2.35
Common Stock	07/28/2016		M		19,804	A	\$ 2.03
Common Stock	07/28/2016		F ⁽³⁾		17,107	D	\$ 2.35
							\$ 65,334
							\$ 59,057
							\$ 58,283
							\$ 78,087
							\$ 60,980

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Common Stock	07/28/2016	F ⁽²⁾	1,014	D	\$ 2.35	59,966	D	
Common Stock						133,127	I	Trust ⁽⁵⁾

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

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.

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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	8,334	⁽⁴⁾ 10/21/2016	Common Stock	8,334
Stock Option (right to buy)	\$ 2.03	07/28/2016		M	19,804	⁽⁴⁾ 01/03/2017	Common Stock	19,804

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ludwig Eric R
C/O GLU MOBILE INC.
500 HOWARD STREET, SUITE 300
SAN FRANCISCO, CA 94105

EVP, COO and CFO

Signatures

/s/ Eric R.
Ludwig

07/29/2016

Date

__Signature of
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) 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 8,334 options owned by Mr. Ludwig, which cashless exercise was approved by the board of directors of Glu.

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. Ludwig and cancelled by Glu in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Ludwig resulting from the exercise of these options. Mr. Ludwig did not sell or otherwise dispose of any of these shares reported for any reason other than to cover required taxes.
 - (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 withheld and cancelled by Glu at the market price of \$2.35 per share less the exercise price of \$2.03 to fund the cashless exercise of 19,804 options owned by Mr. Ludwig, which cashless exercise was approved by the board of directors of Glu.

The option vested and became exercisable over four years with 25% of the shares vesting and becoming exercisable on October 21, 2011 and 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 21, 2014.
 - (3) These shares are held by the Ludwig McKillop Trust, of which the reporting person and his wife, Mary Elizabeth McKillop, are the co-trustees.
- (4)
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.