KAGLE ROBERT Form 4

May 08, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KAGLE ROBERT

JAMBA, INC. [JMBA]

Symbol

(Last)

(City)

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

C/O JAMBA, INC., 6475 CHRISTIE 05/08/2009 **AVENUE. SUITE 150**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

below)

Issuer

X_ Director

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

EMERYVILLE, CA 94608

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

or Code V Amount (D) Price

(A)

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

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(Instr. 3) Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D)

(D) Date Exercisable Expiration Title
Date

Amo

20.

or Nun of S

STOCK OPTION \$ 1.08 05/08/2009 A 20,000 08/08/2009(1) 05/08/2019 COMMON STOCK

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

KAGLE ROBERT C/O JAMBA, INC. 6475 CHRISTIE AVENUE, SUITE 150 EMERYVILLE, CA 94608

Signatures

Christina Lui, Attorney-in-fact for Robert Kagle

05/08/2009

**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).
- Of the 20,000 options, 5,000 options will vest on each of 8/8/2009, 11/8/2009, 2/8/2010 and 5/8/2010 or the date of Jamba Inc.'s 2010 Annual Meeting of Stockholders.

Includes 79,160 shares of Common Stock issuable upon the conversion of warrants held by Mr. Kagle, 101,212 shares of Common Stock issuable upon exercise of options held by Mr. Kagle, 11,832 shares of Common Stock issuable upon the conversion of warrants held directly by Benchmark Capital Partners, L.P. ("BCP"), 1,444 shares of Common Stock issuable upon the conversion of warrants held by

Benchmark Founder's Fund ("BFF"), 79,160 shares of Common Stock issuable upon the conversion of warrants held directly by Technology Venture Investors-IV L.P., as nominee for Technology Venture Investors-4, L.P., TVI Partners-4, L.P. and TVI Affiliates-4, L.P. ("TVI"). Mr. Kagle is a member or managing member of each entity that serves as the generalpartner to BCP IV, BCP, BFF and TVI, and Mr. Kagle may be deemed to have shared power to vote shares issuable upon conversion of such derivative securities, all of to which he disclaims beneficial ownership.

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.

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