

SILLERMAN ROBERT F X
Form 4
April 08, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SILLERMAN ROBERT F X

(Last) (First) (Middle)

C/O VIGGLE INC., 902
BROADWAY, 11TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viggle Inc. [VGGL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2013

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)
Exec Chair and Chief Exec Off

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | | | See Footnote 1 (1) |
| Common Stock | | | | (A) or (D) | 5,000,000 | I | |
| Common Stock | | | | (A) or (D) | 2,700,000 | D | |
| Common Stock | | | | (A) or (D) | 3,030,455 | D | |
| Common Stock | | | | (A) or (D) | 2,700,000 | I | See Footnote 2 (2) |
| | | | | (A) or (D) | 46,267,000 | I | |

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| | | | | | | |
|----------------------------------|--|-----------|---|--|--|---------------------------|
| Common Stock | | | | | | See Footnote 3 <u>(3)</u> |
| Common Stock | | 8,312,699 | I | | | See Footnote 3 |
| Restricted Stock Unit <u>(3)</u> | | 1,500,000 | D | | | |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Options (right to buy) | \$ 1 | 04/04/2013 | | A | 2,500,000 | <u>(4)</u> 04/01/2023 | Common Stock 2,500,000 |

Reporting Owners

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

Signatures

/s/ Robert F.X. Sillerman 04/05/2013

 **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).
- (1) Owned through Laura Baudo Sillerman, Mr. Sillerman's spouse
- (2) Owned through Sillerman Investment Company, LLC
- (3) The restricted stock units vest over a period of three years, with 500,000 vesting on each of February 24, 2014, 2015, and 2016
- (4) 500,000 exercisable on each of April 1, 2014, April 1, 2015, April 1, 2016, April 1, 2017 and April 1, 2018

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.