

Woods Fritzi G
Form 4
May 16, 2013

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 *
Woods Fritzi G

2. Issuer Name and Ticker or Trading Symbol
JAMBA, INC. [JMBA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6475 CHRISTIE AVENUE, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. 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

EMERYVILLE, CA US 94608

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| COMMON STOCK | 05/14/2013 | | M | 2,500 A | 37,991 | D | |
| COMMON STOCK | 05/14/2013 | | A | 20,000 (2) A | \$ 0 57,991 (3) | D | |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| RESTRICTED STOCK UNIT | (1) | 05/14/2013 | | M | 2,500 | 05/14/2013 05/14/2013 | COMMON STOCK |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Woods Fritzi G
6475 CHRISTIE AVENUE, SUITE 150 X
EMERYVILLE, CA US 94608

Signatures

/s/ Vicki Pedersen, attorney-in-fact for Fritzi G. 05/16/2013
Woods

__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) Each restricted stock unit represents a contingent right to receive one share of JMBA common stock.
The securities reported in this column consist of restricted stock units which give the Reporting Person a contingent right to receive at a future date one share of JMBA common stock for each restricted stock unit held. Of the 20,000 restricted stock units, 5,000 will vest on each of 8/14/2013, 11/14/2013, 2/14/2014 and 5/14/2014 or the date of the Issuer's 2013 annual meeting of stockholders if the meeting is held before such date.
- (2) The securities reported in this column consist of restricted stock units which give the Reporting Person a contingent right to receive at a future date one share of JMBA common stock for each restricted stock unit held. Of the 20,000 restricted stock units, 5,000 will vest on each of 8/14/2013, 11/14/2013, 2/14/2014 and 5/14/2014 or the date of the Issuer's 2013 annual meeting of stockholders if the meeting is held before such date.
- (3) The number of securities reported in this column includes 20,000 restricted stock units held by the Reporting Person as of the date of this filing.

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.