Edgar Filing: Viggle Inc. - Form SC 13G

Viggle Inc. Form SC 13G December 26, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

(Amendment No. ____) *

Viggl	e Inc.		

(Name of Issuer)

Common Stock

(Title of Class of Securities)

92672V

(CUSIP Number)

December 16, 2013

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- x Rule 13d-1(c)
- o Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

^{*}The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

CUSIP NO.	92672V		13 G	Page 2 of 12 Pages
1	NAMES OF RI	EPORTING PI	ERSONS	
	DAG Ventures	Management 1	III, LLC	
2		•	E BOX IF A MEMBER OF A GROUP	*
	(a) o (b) x	(1)		
3	SEC USE ONL	ĽÝ		
4	CITIZENSHIP	OR PLACE C	OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			0 shares	
	DED 05			
	BER OF			
SHARES BENEFICIALLY		6	SHARED VOTING POWER	
	BY EACH		0 shares	
	NG PERSON	7	SOLE DISPOSITIVE POWER	
W	TTH		10,803,597 shares (2)	
		8	SHARED DISPOSITIVE POWER	
			0 shares	
9	AGGREGATE	AMOUNT BI	ENEFICIALLY OWNED BY EACH	
	REPORTING I	PERSON		10,803,597 shares (2)
10	CHECK BOX	IF THE AGGR	REGATE AMOUNT IN ROW (9)	
	EXCLUDES C			0
11	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW 9	
	9.2%(3)			
12	TYPE OF REP	ORTING PER	SON*	
	OO			
(1)This Sche	dule 13G is file	d by DAG Ve	ntures III - QP, L.P. ("DAG III-QP"), I	DAG Ventures III, L.P. (

- "DAG III"), DAG Ventures III-A, LLC ("DAG III-A"), DAG Ventures GP Fund III, LLC ("DAG GP III"), DAG Ventures Management III, LLC ("DAG Management III"), John J. Cadeddu and R. Thomas Goodrich (collectively, the "Reporting Persons"). DAG Management III serves as the sole General Partner of DAG III-QP and DAG III and serves as the sole Manager of DAG III-A and DAG GP III. Messrs. Cadeddu and Goodrich are Managing Directors of DAG Management III. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) The 10,803,597 shares of Common Stock beneficially owned by the Reporting Person represent 9,043,693 shares of Common Stock held directly by DAG III-QP, 850,689 shares of Common Stock held directly by DAG III, 900,303 shares of Common Stock held directly by DAG III-A and 8,912 shares of Common Stock held directly by DAG GP III.
- (3) The percentage is based on 117,880,374 shares of the Issuer's outstanding Common Stock as of December 16, 2013, as reported by the Issuer to the Reporting Person.

CUSIP NO. 92672V

Page 3 of 12 Pages

1	NAMES OF R	REPORTING	PERSONS	
	DAG Ventures	s III - QP, L.	P.	
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	*
	(a) o (b) x	(1)		
3	SEC USE ON	LY		
4	CITIZENSHII	OR PLACE	E OF ORGANIZATION	
	Delaware			
		5	SOLE VOTING POWER	
			0 shares	
	DED 05			
	BER OF			
	ENEFICIALLY	6	SHARED VOTING POWER	
	BY EACH		0 shares	
	NG PERSON	7	SOLE DISPOSITIVE POWER	
V	/ITH	,	9,043,693 shares (2)	
			5,6 15,655 SHALES (2)	
		8	SHARED DISPOSITIVE POWER	
		o e	0 shares	
9	AGGREGATI	E AMOUNT	BENEFICIALLY OWNED BY EACH	
	REPORTING			9,043,693 shares (2)
10			GREGATE AMOUNT IN ROW (9)	5,6 10,650 SHALES (2)
10	EXCLUDES (0
11			PRESENTED BY AMOUNT IN ROW 9	Ü
11	7.7%(3)		I RESERVED BY THIOCHAI II A ROW	
12	TYPE OF REI	PORTING P	FRSON*	
12	TILOTIC	OKIIIVOI	LKSOIV	
	PN			
(1)This Sche		d by the Ren	porting Persons. The Reporting Persons ex	xpressly disclaim status as a "orour
	es of this Sched	• •	yording reisons. The reporting reisons es	represent disciulini status as a group
(2)	les of this believ		esents shares held directly by DAG III-QP.	
	e nercentage is	•	7,880,374 shares of the Issuer's outstandi	
			uer to the Reporting Person.	ng common stock as of December

Page 4 of 12 Pages

CUSIP NO. 92672V

1	NAMES OF R DAG Ventures	REPORTING P	ERSONS	
2		•	TE BOX IF A MEMBER OF A GROUP	*
2	(a) o (b) x		LE BOX IF A MEMBER OF A GROUP	*
3	SEC USE ON			
4			OF ORGANIZATION	
7	Delaware	OKTEMEL	or ordanization	
	Belaware	5	SOLE VOTING POWER	
		3	0 shares	
			o shares	
	IBER OF			
	ENEFICIALLY	6	SHARED VOTING POWER	
	D BY EACH		0 shares	
	ING PERSON	7	SOLE DISPOSITIVE POWER	
'	VITH		850,689 shares (2)	
			. ,	
		8	SHARED DISPOSITIVE POWER	
			0 shares	
9	AGGREGATI	E AMOUNT B	ENEFICIALLY OWNED BY EACH	
	REPORTING	PERSON		850,689 shares (2)
10	CHECK BOX	IF THE AGGI	REGATE AMOUNT IN ROW (9)	
	EXCLUDES (CERTAIN SHA	ARES*	o
11	PERCENT OF	CLASS REPI	RESENTED BY AMOUNT IN ROW 9	
	0.7%(3)			
12	TYPE OF REI	PORTING PER	RSON*	
	PN			
		•	rting Persons. The Reporting Persons e	xpressly disclaim status as a "group
for purpo	ses of this Sched	lule 13G.		
(2)			esents shares held directly by DAG III.	
			380,374 shares of the Issuer's outstandi	ng Common Stock as of December
16	, 2013, as reporte	ed by the Issue	r to the Reporting Person.	

(2) (3)

CUSIP NO). 92672V		13 (G	Page 5 of 12 Pages
1	NAMES OF I	REPORTING	PERSONS		
	DAG Venture	es III-A, LLC			
2	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A	A GROUP*	
	(a) o (b) x	(1)			
3	SEC USE ON	ILY			
4	CITIZENSHI	P OR PLACE	OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
			0 shares		
	MBER OF				
	BENEFICIALLY	<i>l</i>			
	D BY EACH	6	SHARED VOTING POWER	R	
_	ING PERSON		0 shares		
,	WITH	7	SOLE DISPOSITIVE POW	ER	
			900,303 shares (2)		
		8	SHARED DISPOSITIVE PO	OWER	
			0 shares		
9			BENEFICIALLY OWNED BY	EACH	
	REPORTING	FERSON			900,303 shares (2)
10			GREGATE AMOUNT IN ROW	V (9)	
	EXCLUDES	CERTAIN SH	IARES*		O
11	PERCENT O	F CLASS REI	PRESENTED BY AMOUNT IN	N ROW 9	
	0.8%(3)				
12	TYPE OF RE	EPORTING PE	ERSON*		
	OO				
(1)This Sch	edule 13G is file	ed by the Repo	orting Persons. The Reporting	Persons ex	pressly disclaim status as a "group"
for purpo	ses of this Sche	dule 13G.			

Represents shares held directly by DAG III-A.

16, 2013, as reported by the Issuer to the Reporting Person.

The percentage is based on 117,880,374 shares of the Issuer's outstanding Common Stock as of December

	CUSIP NO.	92672V		13 G	Page 6 of 12 Pages
	1	NAMES OF R	EPORTING PI	ERSONS	
		DAG Ventures	GP Fund III, I	LLC	
	2	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP	*
		(a) o (b) x(1)		
	3	SEC USE ONI	•		
	4	CITIZENSHIP	OR PLACE O	F ORGANIZATION	
		Delaware			
			5	SOLE VOTING POWER	
				0 shares	
	NUM	BER OF			
	SHARES BE	ENEFICIALLY			
	OWNED	BY EACH	6	SHARED VOTING POWER	
	REPORTIN	NG PERSON		0 shares	
	W	TTH	7	SOLE DISPOSITIVE POWER	
				8,912 shares (2)	
			8	SHARED DISPOSITIVE POWER	
				0 shares	
	9	AGGREGATE	E AMOUNT BE	ENEFICIALLY OWNED BY EACH	
		REPORTING 1	PERSON		8,912 shares (2)
	10	CHECK BOX	IF THE AGGR	REGATE AMOUNT IN ROW (9)	
		EXCLUDES C	ERTAIN SHA	ARES*	O
	11	PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW 9	
		0.01%(3)			
	12	TYPE OF REP	ORTING PER	SON*	
		PN			
((1)This Scheo	dule 13G is filed	d by the Report	ting Persons. The Reporting Persons e	xpressly disclaim status as a "grou
	for nurnose	es of this Sched	ule 13G		

- oup" for purposes of this Schedule 13G.
- Represents shares held directly by DAG GP III. (2)
- (3) The percentage is based on 117,880,374 of the Issuer's outstanding Common Stock as of December 16, 2013, as reported by the Issuer to the Reporting Person.

Page 7 of 12 Pages

CUSIP NO. 92672V

1	NAMES OF R	EPORTING PI	ERSONS	
	John J. Cadedd	lu		
2	CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP	٤
	(a) o (b) $x($	1)		
3	SEC USE ONI	LY		
4	CITIZENSHIP	OR PLACE C	OF ORGANIZATION	
	United States			
		5	SOLE VOTING POWER	
			0 shares	
NUM	BER OF			
SHARES BI	ENEFICIALLY			
OWNED	BY EACH	6	SHARED VOTING POWER	
REPORTI	NG PERSON		0 shares	
W	/ITH	7	SOLE DISPOSITIVE POWER	
			0 shares	
		8	SHARED DISPOSITIVE POWER	
			10,803,597 shares (2)	
9	AGGREGATE	E AMOUNT BI	ENEFICIALLY OWNED BY EACH	
	REPORTING 1			10,803,597 shares (2)
10			REGATE AMOUNT IN ROW (9)	
	EXCLUDES C	ERTAIN SHA	ARES*	O
11	PERCENT OF 9.2%(3)	CLASS REPR	RESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REP	ORTING PER	SON*	
	IN			
(1)This Sche	dule 13G is filed	d by the Repor	ting Persons. The Reporting Persons ex	pressly disclaim status as a "g

- group" for purposes of this Schedule 13G.
- (2) The 10,803,597 shares of Common Stock beneficially owned by the Reporting Person represent 9,043,693 shares of Common Stock held directly by DAG III-QP, 850,689 shares of Common Stock held directly by DAG III, 900,303 shares of Common Stock held directly by DAG III-A and 8,912 shares of Common Stock held directly by DAG GP III.
- (3) The percentage is based on 117,880,374 shares of the Issuer's outstanding Common Stock as of December 16, 2013, as reported by the Issuer to the Reporting Person.

Page 8 of 12 Pages

CUSIP NO. 92672V

NAMES OF R	EPORTING P	ERSONS	
R. Thomas Goo	odrich		
CHECK THE	APPROPRIAT	E BOX IF A MEMBER OF A GROUP	٤
(a) o (b) $x(1)$	1)		
SEC USE ONL	Υ		
CITIZENSHIP	OR PLACE C	OF ORGANIZATION	
United States			
	5	SOLE VOTING POWER	
		0 shares	
BER OF			
_			
_	6	SHARED VOTING POWER	
NG PERSON		0 shares	
'ITH	7	SOLE DISPOSITIVE POWER	
		0 shares	
	8	SHARED DISPOSITIVE POWER	
		10,803,597 shares (2)	
AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH	
REPORTING I	PERSON		10,803,597 shares (2)
CHECK BOX	IF THE AGGI	REGATE AMOUNT IN ROW (9)	
EXCLUDES C	ERTAIN SHA	ARES*	o
PERCENT OF	CLASS REPR	RESENTED BY AMOUNT IN ROW 9	
9.2%(3)			
TYPE OF REP	ORTING PER	SON*	
IN			
dule 13G is filed	l by the Repor	ting Persons. The Reporting Persons ex	pressly disclaim status as a "g
,	R. Thomas Good CHECK THE A (a) o (b) x(1) SEC USE ONL CITIZENSHIP United States BER OF ENEFICIALLY BY EACH NG PERSON ITH AGGREGATE REPORTING IN CHECK BOX EXCLUDES CONTYPE OF REPORTING IN 19.2%(3)	R. Thomas Goodrich CHECK THE APPROPRIAT (a) o (b) x(1) SEC USE ONLY CITIZENSHIP OR PLACE OF United States 5 BER OF ENEFICIALLY BY EACH 6 NG PERSON TH 7 8 AGGREGATE AMOUNT BE REPORTING PERSON CHECK BOX IF THE AGGREXCLUDES CERTAIN SHAP PERCENT OF CLASS REPRESEN 9.2%(3) TYPE OF REPORTING PERSON	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) x(1) SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION United States 5 SOLE VOTING POWER 0 shares BER OF ENEFICIALLY BY EACH 6 SHARED VOTING POWER NG PERSON 0 shares ITH 7 SOLE DISPOSITIVE POWER 0 shares 8 SHARED DISPOSITIVE POWER 10,803,597 shares (2) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.2%(3) TYPE OF REPORTING PERSON*

- group" for purposes of this Schedule 13G.
- (2) The 10,803,597 shares of Common Stock beneficially owned by the Reporting Person represent 9,043,693 shares of Common Stock held directly by DAG III-QP, 850,689 shares of Common Stock held directly by DAG III, 900,303 shares of Common Stock held directly by DAG III-A and 8,912 shares of Common Stock held directly by DAG GP III.
- (3) The percentage is based on 117,880,374 shares of the Issuer's outstanding Common Stock as of December 16, 2013, as reported by the Issuer to the Reporting Person.

Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Common Stock ("Common Stock"), of Viggle, Inc., a Delaware corporation (the "Issuer").

Item 1

- Name of Issuer: Viggle, Inc. (a)
- Address of Issuer's Principal Executive Offices: 902 Broadway, 11th Floor, New York, New York 10010 (b)

Item 2

(a) Name of Reporting Persons Filing:

1. DAG Ventures III - QP, L.P. ("DAG III-QP") DAG Ventures III, L.P. ("DAG III") 2. 3. DAG Ventures III-A, LLC ("DAG III-A") DAG Ventures GP Fund III, LLC ("DAG GP III") 4. DAG Ventures Management III, LLC ("DAG Management III") 5. John J. Cadeddu 6. 7. R. Thomas Goodrich

Address of Principal Business Office: c/o DAG Ventures (b)

1 Lytton Avenue, Suite 200

Palo Alto, CA 94301

Citizenship: (c)

1.	DAG III-QP	Delaware
2.	DAG III	Delaware
3.	DAG III-A	Delaware
4.	DAG GP III	Delaware
5.	DAG Management III	Delaware
6.	John J. Cadeddu	United States
7.	R. Thomas Goodrich	United States

(d) Title of Class of Securities: Common Stock

CUSIP Number: 92672V (e)

Not applicable. Item 3

Item 4 Ownership.

The following information with respect to the beneficial ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 16, 2013:

Reporting Persons	Shares Held Directly (1)	Sole Voting Power (2)	Shared Voting Power	Sole Dispositive Power (1)	Shared Dispositive Power (1)	Beneficial Ownership(1)	Percentag of Class (1, 3)	_
DAG III-QP	9,043,693	0	0	9,043,693	0	9,043,693	7.7	%
DAG III	850,689	0	0	850,689	0	850,689	0.7	%
DAG III-A	900,303	0	0	900,303	0	900,303	0.8	%
DAG GP III	8,912	0	0	8,912	0	8,912	0.01	%
DAG Management III (4)	0	0	0	10,803,597	0	10,803,597	9.2	%
John J. Cadeddu (4)	0	0	0	0	10,803,597	10,803,597	9.2	%
R. Thomas Goodrich (4)	0	0	0	0	10,803,597	10,803,597	9.2	%

- (1) Represents shares of Common Stock of the Issuer held directly by the Reporting Person.
- (2) Each of the Reporting Persons that directly hold shares of the Common Stock of the Issuer have delivered an irrevocable proxy in favor of the shares reported herein and, accordingly, do not have voting power with respect to such shares.
- (3) The percentage is based on 117,880,374 shares of the Issuer's outstanding Common Stock as of December 16, 2013, as reported by the Issuer to the Reporting Person.
- (4) The shares are held directly by DAG III-QP, DAG III, DAG III-A and DAG GP III. DAG Management III serves as the sole General Partner of DAG III-QP and DAG III and serves as the sole Manager of DAG III-A and DAG GP III. Accordingly DAG Management III has the sole power to direct the disposition of such shares. Messrs. Cadeddu and Goodrich are Managing Directors of DAG Management III and may be deemed to share the power to direct the disposition of such shares.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

o

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Edgar Filing: Viggle Inc. - Form SC 13G

Item Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Edgar Filing: Viggle Inc. - Form SC 13G

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in the attached statement on Schedule 13G is true, complete and correct.

Dated: December 26, 2013

DAG Ventures Management III, LLC

DAG Ventures GP Fund III, LLC

By: DAG Ventures Management III, LLC

By: /s/ John J. Cadeddu Its: Sole Manager

Name: John J. Cadeddu

Its: Managing Director

By: /s/ John J. Cadeddu

Name: John J. Cadeddu

Its: Managing Director

DAG Ventures III-QP, L.P. /s/ John J. Cadeddu

By: DAG Ventures Management III, LLC John J. Cadeddu

Its: General Partner

By: /s/ John J. Cadeddu Name: John J. Cadeddu

Its: Managing Director

DAG Ventures III, L.P. /s/ R. Thomas Goodrich

By: DAG Ventures Management III, LLC R. Thomas Goodrich

Its: General Partner

By: /s/ John J. Cadeddu

Name: John J. Cadeddu Its: Managing Director

DAG Ventures III-A, LLC

By: DAG Ventures Management III, LLC

Its: Sole Manager

By: /s/ John J. Cadeddu

Name: John J. Cadeddu Its: Managing Director

Exhibit:

A: Joint Filing Statement

CUSIP No. 92672V

13G

EXHIBIT A

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached statement on Schedule 13G relating to the Common Stock of Viggle, Inc. is filed on behalf of each of us.

Dated: December 26, 2013

DAG Ventures Management III, LLC DAG Ventures GP Fund III, LLC

By: DAG Ventures Management III, LLC

By: /s/ John J. Cadeddu Its: Sole Manager

Name: John J. Cadeddu

Its: Managing Director

By: /s/ John J. Cadeddu

Name: John J. Cadeddu

Its: Managing Director

DAG Ventures III-QP, L.P. /s/ John J. Cadeddu

By: DAG Ventures Management III, LLC John J. Cadeddu

Its: General Partner

By: /s/ John J. Cadeddu Name: John J. Cadeddu

Its: Managing Director

DAG Ventures III, L.P. /s/ R. Thomas Goodrich

By: DAG Ventures Management III, LLC R. Thomas Goodrich

Its: General Partner

By: /s/ John J. Cadeddu

Name: John J. Cadeddu Its: Managing Director

DAG Ventures III-A, LLC

By: DAG Ventures Management III, LLC

Its: Sole Manager

By: /s/ John J. Cadeddu

Name: John J. Cadeddu Its: Managing Director