Viggle Inc. Form 4 June 05, 2015

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

may continue. See Instruction

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

0.5

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Nelson Mitchell J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

06/04/2015

Viggle Inc. [VGGL]

(Check all applicable)

C/O VIGGLE INC., 902

(First)

(Street)

(Middle)

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

10% Owner \_X\_\_ Director X\_ Officer (give title Other (specify below) below)

BROADWAY, 11TH FLOOR

4. If Amendment, Date Original

(Instr. 8)

ExecVP and Secretary 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ 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

NEW YORK, NY 10010

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

Code V Amount

5. Amount of Securities Beneficially Owned

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

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) (D) Price

Restricted

Security

(Instr. 3)

Stock Units 06/04/2015 (1)(2)

M 7.500 Α <u>(3)</u> 32,442

(Instr. 3, 4 and 5)

D

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

(Month/Day/Year)

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)

#### Edgar Filing: Viggle Inc. - Form 4

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivativ Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	<u>(1)</u>	06/04/2015		M	0	(3)	(3)	Common Stock	7,500	\$0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting 6 wher rune, runess	Director	10% Owner	Officer	Other			
Nelson Mitchell J C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010	X		ExecVP and Secretary				

### **Signatures**

/s/ Mitchell J.
Nelson

\*\*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 the right to receive, at settlement, one (1) share of common stock.
- (2) The grant and the vesting of these restricted stock units are exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 promulgated thereunder.
- (3) This restricted stock unit award was granted September 29, 2014 and vested as to 15,000 units on December 4, 2014, vested as to 7,500 units on March 5, 2015, and vested as to 7,500 units on June 4, 2015.

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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