

Murphy Edward H
Form 4
August 16, 2017

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 *
Murphy Edward H

2. Issuer Name and Ticker or Trading Symbol
IZEA, Inc. [IZEA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
480 NORTH ORLANDO AVENUE, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2017

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

WINTER PARK, FL 32789

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/14/2017 ⁽¹⁾ | | A | 2,812 A | \$ 0 18,839 | D | |
| Common Stock | | | | | 13,127 | I | By Dogfish Ventures LLLP ⁽²⁾ |
| Common Stock | | | | | 3 | I | By Spouse |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Option (Right to Buy) | \$ 1.95 | 08/14/2017 ⁽³⁾ | | A | 0 | 08/14/2017 08/14/2027 | Common Stock | 28,113 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murphy Edward H 480 NORTH ORLANDO AVENUE SUITE 200 WINTER PARK, FL 32789 | X | | President and CEO | |

Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for Edward H. Murphy 08/16/2017

__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) Restricted Stock received for a Q2 2017 stock bonus valued at \$5,482.89 based on the closing market price of \$1.95 on the grant date of August 14, 2017. Award vests in 48 equal monthly installments. In the event the Reporting Person no longer serves as a director or employee at each vesting date, any unvested shares will be forfeited to the Issuer.
 - (2) Edward Murphy, as a partner of Dogfish Ventures LLLP, has voting power and investment power over the securities held by Dogfish Ventures LLLP.
 - (3) These options to purchase shares were issued under the Issuer's May 2011 Equity Incentive Plan and vest in 48 equal installments monthly starting on the grant date of August 14, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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