

IZEA, Inc.  
Form 3  
March 02, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Schram Ryan S		(Month/Day/Year)	IZEA, Inc. [IZEA]	
(Last)	(First)	(Middle)	02/26/2016	
480 NORTH ORLANDO AVENUE,Â SUITE 200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WINTER PARK,Â FLÂ 32789			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Operating Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,444	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to Buy)	Â (1)	05/25/2017	Common Stock	3,125	\$ 120	D	Â
Option (Right to Buy)	Â (2)	05/25/2017	Common Stock	625	\$ 120	D	Â
Option (Right to Buy)	Â (3)	03/01/2023	Common Stock	5,000	\$ 5	D	Â
Option (Right to Buy)	Â (4)	03/01/2023	Common Stock	3,750	\$ 5	D	Â
Option (Right to Buy)	Â (5)	05/20/2019	Common Stock	10,000	\$ 5.4	D	Â
Option (Right to Buy)	Â (6)	11/03/2018	Common Stock	37,500	\$ 6.8	D	Â
Option (Right to Buy)	Â (7)	01/02/2025	Common Stock	6,667	\$ 5.6	D	Â
Option (Right to Buy)	Â (8)	04/01/2025	Common Stock	1,217	\$ 7.8	D	Â
Option (Right to Buy)	Â (9)	07/01/2025	Common Stock	511	\$ 8.4	D	Â
Option (Right to Buy)	Â (10)	10/01/2025	Common Stock	560	\$ 8	D	Â
Option (Right to Buy)	Â (11)	01/01/2026	Common Stock	6,355	\$ 7.6	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schram Ryan S 480 NORTH ORLANDO AVENUE SUITE 200 WINTER PARK, FL 32789	Â X	Â	Â Chief Operating Officer	Â

## Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for Ryan S. Schram 03/02/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) These options to purchase shares were issued under the Issuer's May 2011 Equity Incentive Plan (the "Plan") and vested 25% on May 25, 2013, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-40 reverse stock split that was effected on July 31, 2012 and the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (2) These options to purchase shares were issued under the Plan and vested 25% on June 30, 2012, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-40 reverse stock split that was effected on July 31, 2012 and the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (3) These options to purchase shares were issued under the Plan and vested in 36 equal installments monthly over the 36 months following the grant date, March 1, 2013. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (4) These options to purchase shares were issued on March 1, 2013 under the Plan and fully vested on March 1, 2014. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (5) These options to purchase shares were issued under the Plan and vest in 60 equal installments monthly over the 60 months following the grant date, May 20, 2013. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (6) These options to purchase shares were issued under the Plan and vested 25% on November 3, 2014, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (7) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, January 2, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (8) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, April 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (9) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, July 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (10) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, October 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (11) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, January 1, 2016. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.

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.