

SILLERMAN ROBERT F X
 Form 4
 February 14, 2013

FORM 4

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

OMB APPROVAL

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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 *
 SILLERMAN ROBERT F X

(Last) (First) (Middle)
 C/O VIGGLE INC., 902
 BROADWAY, 11TH FLOOR
 (Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Viggle Inc. [VGGL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec Chair and Chief Exec Off

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 | 02/12/2013 | 02/12/2013 | A | 5,000,000 | A <u>(1)</u> 5,000,000 | I | See Footnote 2 <u>(2)</u> |
| Common Stock | | | | | 2,700,000 | D | |
| Common Stock | | | | | 3,030,455 | D | |
| Common Stock | | | | | 2,700,000 | I | See Footnote 3 <u>(3)</u> |
| | | | | | 46,267,000 | I | |

| | | | | | | | |
|--------------------------------------|--|--|--|-----------|--|---|-------------------------------|
| Common Stock | | | | | | | See Footnote 4 ⁽⁴⁾ |
| Restricted Stock Unit ⁽⁵⁾ | | | | 2,000,000 | | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 Derivatives 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SILLERMAN ROBERT F X C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010 | X | X | Exec Chair and Chief Exec Off | |

Signatures

/s/ Robert F.X.
Sillerman 02/13/2013

****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) 5,000,000 shares of common stock, par value \$0.001 per share, of Viggle Inc. (the "Issuer") were issued to the Reporting Person in connection with an additional line of credit provided to the Issuer by the Reporting Person in the amount of up to \$25,000,000.
- (2) Owned by Sillerman Investment Company II, LLC
- (3) Owned through Laura Baudo Sillerman, Mr. Sillerman's spouse
- (4) Owned through Sillerman Investment Company, LLC
- (5) The restricted stock units vest over a period of four years, with 25% vesting on each of February 24, 2013, 2014, 2015, and 2016

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest.

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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