

Viggle Inc.
Form 4
May 05, 2015

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 *
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)
05/01/2015

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)
Chairman and CEO

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 Ownership (Instr. 4)
Common Stock				(A) or (D)			See footnote ⁽¹⁾
Common Stock ⁽¹²⁾	05/01/2015		M	31,018 A <u>(11)</u>	37,268	D	

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares	
Restricted Stock Unit <u>(12)</u>	<u>(11)</u>	05/01/2015		M		31,018	<u>(11)</u>	<u>(11)</u>	Common Stock	31,018
Warrants (right to buy)	\$ 1.78						<u>(2)</u>	<u>(2)</u>	Common Stock	350,000
Series C Convertible Preferred Stock	\$ 4						<u>(3)</u>	<u>(3)</u>	Common Stock	2,500,000
Warrants (right to buy)	\$ 3.51					10/24/2014	10/24/2019	Common Stock	225,000	
Warrants (right to buy)	\$ 2.98					11/25/2014	11/25/2019	Common Stock	150,000	
Warrants (right to buy)	\$ 3.63					12/15/2014	12/15/2019	Common Stock	775,000	
Warrants (right to buy)	\$ 80					03/11/2013	03/11/2018	Common Stock	125,000	
Warrants (right to buy)	\$ 55.2					09/16/2013	09/18/2018	Common Stock	62,500	
Warrants (right to buy)	\$ 80					<u>(9)</u>	<u>(9)</u>	Common Stock	175,000	
Restricted Stock Unit	<u>(10)</u>					<u>(10)</u>	<u>(10)</u>	Common Stock	6,250,000	

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	Chairman and CEO	

Signatures

/s/ Robert F.X.
Sillerman

05/05/2015

**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) Held by Sillerman Investment Company III LLC (?SIC III?), of which the Reporting Person is the manager and sole member.
Warrants to purchase 350,000 shares of common stock, par value \$0.001 per share of the Issuer at an exercise price of \$1.78 per share
- (2) issued to SIC III in connection with SIC III's purchase of 7,000 shares of Series C Convertible Preferred Stock. The warrants will expire five years after issuance.
SIC III purchased 10,000 shares of the Issuer's Series C Convertible Preferred Stock at a price of \$1,000 per share. Each share has a stated value of \$1,000, and is convertible into common stock at a conversion price of \$4 per share. Therefore, the 10,000 shares of Series C Convertible Preferred Stock are convertible into 2,500,000 shares of the Issuer's common stock. Such shares are convertible upon issuance and for a period of five years thereafter.
- (3) Warrants previously acquired by SIC III, exercisable at \$3.51 per share.
- (4) Warrants previously acquired by SIC III, exercisable at \$2.98 per share.
- (5) Warrants previously acquired by SIC III, exercisable at \$3.63 per share.
- (6) Warrants previously acquired by the Reporting Person, exercisable at \$80.00 per share.
- (7) Warrants previously acquired by Sillerman Investment Company II, LLC (?SIC II?), of which the Reporting Person is the manager and sole member, exercisable at \$55.20 per share.
- (8) Warrants previously acquired by SIC II, of which the Reporting Person is the manager and sole member, exercisable at \$80.00 per share.
Restricted stock units in respect of 6,250 shares of Common Stock granted pursuant to the Company's 2011 Executive Incentive Plan.
- (9) These restricted stock units will vest on February 24, 2016. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
Restricted stock units in respect of 155,090 shares of Common Stock granted pursuant to the Company's 2011 Executive Incentive Plan. These restricted stock units vested as to 31,018 shares on May 1, 2015 and an additional 31,018 shares will vest on each of May 1, 2016,
- (10) May 1, 2017, May 1, 2018 and May 1, 2019. Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock. This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date.
- (11) The grant and vesting of these units are exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 thereunder.
- (12)

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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