

STANG ERIC B
Form 4
March 18, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STANG ERIC B

(Last) (First) (Middle)

C/O OOMA, INC., 525 ALMANOR
AVE., SUITE 200

(Street)

SUNNYVALE, CA 94085

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OOMA INC [OOMA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2019

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) below)
CEO and Pres.

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 ⁽¹⁾	03/13/2019		A	140,000	A \$ 0	432,500	D
Common Stock					864,595	I	By Eric Stang & Pamela Stang TR UA 09/02/2004 Stang Family Trust ⁽²⁾
					128,468	I	

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Common
Stock

By the Stang
Family 2014
Grantor
Retained
Annuity
Trust ⁽³⁾

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

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.49	03/13/2019		A		35,000		<u>(4)</u>	03/13/2029	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANG ERIC B C/O OOMA, INC. 525 ALMANOR AVE., SUITE 200 SUNNYVALE, CA 94085	X		CEO and Pres.	

Signatures

/s/ Eric B. Stang 03/18/2019

 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).

Represent restricted stock units which will vest as follows: 1/8th of the total original number of restricted stock units shall vest on

(1) September 15, 2019 and 1/16th of the total original number of restricted stock units shall vest on the same day of every third month thereafter.

(2) Shares held by the Eric Stang & Pamela Stang Trust U/A 09/02/2004 Stang Family Trust (the "Trust"). Voting and investment power over the shares held by the Trust is exercised by the reporting person, as one of the trustees.

(3) Shares held by the Stang Family 2014 Grantor Retained Annuity Trust. Mr. Stang holds voting and dispositive power with respect to the shares held of record by this entity.

(4) 1/8th of the shares subject to the option shall vest and become exercisable on September 15, 2019, and 1/16th of the shares subject to the option shall vest and become exercisable on the same day of every third month thereafter.

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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