

Viggle Inc.

Form 4

March 19, 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 Investment Co III, LLC

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

902 BROADWAY, 11TH FLOOR

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/16/2015

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

NEW YORK, NY 10010

(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				(A) or (D)	8,230,623	D	

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)

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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 Shares
Warrants (right to buy) <u>(6)</u>	\$ 1.78	03/16/2015		A		350,000		<u>(1)</u>	<u>(1)</u>	Common Stock	350,000
Series C Convertible Preferred Stock <u>(6)</u>	\$ 4	03/16/2015		A		7,000		<u>(2)</u>	<u>(2)</u>	Common Stock	1,750,000
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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sillerman Investment Co III, LLC 902 BROADWAY 11TH FLOOR NEW YORK, NY 10010	X	X		

Signatures

/s/ Robert F.X.
Sillerman

03/19/2015

**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).

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
(1) 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.

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- SIC III purchased 7,000 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 7,000 shares of Series C Convertible Preferred Stock are convertible into 1,750,000 shares of the Issuer's common stock. Such shares are convertible upon issuance and for a period of five years thereafter.
- (2)
 - (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) Acquired in a transaction exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 thereunder.

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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