Viggle Inc. Form 4 May 11, 2015

### FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * Small John C			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Viggle Inc. [VGGL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O VIGGLE INC., 902			05/08/2015	_X_ Officer (give title Other (specify		
BROADWAY, 11TH FLOOR			00,00,2010	below) below) Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			·	_X_ Form filed by One Reporting Person		
NEW YORK, NY 10010				Form filed by More than One Reporting Person		

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6.	6. Ownership 7. Nature of
Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Fo	Form: Direct Indirect
(Instr. 3) any Code (D) Beneficially (D	(D) or Beneficial
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Inc	Indirect (I) Ownership
Following (In	(Instr. 4) (Instr. 4)
Reported	
(A) Transaction(s)	
Order V Amount (D) $Print (Instr. 3 and 4)$	
Code V Amount (D) Price (Mistri State 1)	
Restricted	
Stock Units 05/08/2015 M 17,250 A (2) 108,268 D	D
(5)	

Table I Non Derivative Committee Acquired Disposed of on De

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

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

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Number Shares
Restricted Stock Units (5)	<u>(1)</u>	05/01/2015		A	17,250		(2)	(2)	Common Stock	17,25
Restricted Stock Units (5)	(1)	05/01/2015		M		17,250	(2)	(2)	Common Stock	17,25
Restricted Stock Units (5)	(1)						<u>(3)</u>	(3)	Common Stock	124,07
Restricted Stock Units (5)	(1)						<u>(4)</u>	<u>(4)</u>	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Small John C C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010

Chief Financial Officer

# **Signatures**

/s/ John Small 03/06/2015

\*\*Signature of 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) Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (2) Restricted stock units in respect of 17,250 shares of Common Stock granted pursuant to the Company?s 2011 Executive Incentive Plan. These restricted stock units vested immediately upon grant.
- Restricted stock units in respect of 155,090 shares of Common Stock granted pursuant to the Company?s 2011 Executive Incentive Plan. (3) 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, May 1, 2017, May 1, 208 and May 1, 2019.
- (4) This restricted stock unit award was granted September 29, 2014 and vests as to 40,000 units on December 4, 2014, to 20,000 units on March 5, 2015, and to 20,000 units on June 4, 2015.

Reporting Owners 2

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(5) The grant and the vesting of these restricted stock units are exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 promulgated thereunder.

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