

Viggle Inc.
Form 3
October 31, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sillerman Investment Co III, LLC | | | (Month/Day/Year) 10/28/2014 | | Viggle Inc. [VGGL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O VIGGLE INC.,Â 902 BROADWAY, 11TH FLOOR | | | (Check all applicable) | | | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| NEW YORK,Â NYÂ 10010 | | | <input type="checkbox"/> Officer (give title below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Other (specify below) | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 8,230,522 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Warrants (right to buy) | Â (1) | Â (1) | Common Stock | 225,000 | \$ 3.51 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sillerman Investment Co III, LLC C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010 | Â X | Â X | Â | Â |

Signatures

/s/ Robert F.X.
Sillerman

10/31/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Warrants to purchase 225,000 shares of common stock, par value \$0.001 per share of the Issuer at an exercise price of \$3.51 per share (as adjusted in the event of stock splits and combination, reclassification, or merger or consolidation) issued to Sillerman Investment Company II, LLC in connection with a commitment to by Sillerman Investment Company III, LLC to provide funding to the Issuer in the amount of up to \$20,000,000. The warrants will be exercisable only after stockholder approval has been given, and shall expire after ten (10) years. This represents the warrants issued in connection with the advance of \$4,500,000 of such loan. Additional warrants will be issued if, as, and when additional advances have been made.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.