

Viggle Inc.
Form 4
December 07, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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)
12/03/2015

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 8,230,623 | I | See footnote (1) |
| Common Stock | | | | | 37,268 | D | |
| Common Stock | 12/03/2015 | | A | | 8,750,000 | A | \$ 0.47 |
| | | | | | 8,750,000 | I | See footnote (12) |

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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | (11) | | | | | (11) | (11) | Common Stock | 124,072 |
| Warrants (right to buy) | \$ 1.78 | | | | | 03/16/2015 | 03/16/2020 | Common Stock | 350,000 |
| Series C Convertible Preferred Stock | \$ 4 | | | | | (3) | (3) | 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 | 09/16/2018 | Common Stock | 62,500 |
| Warrants (right to buy) | \$ 80 | | | | | (9) | (9) | Common Stock | 175,563 |

| | | | | | |
|--------------------------|------|------|------|-----------------|-------|
| Restricted Stock Unit | (10) | (10) | (10) | Common Stock | 6,250 |
|--------------------------|------|------|------|-----------------|-------|

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

12/07/2015

__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.
- (2) Warrants previously acquired by SIC III, exercisable at \$1.78 per share.
- 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. 7,000 shares of Series C Convertible Preferred Stock were issued on March 16, 2015 and were convertible on that date. Those shares are thus convertible through March 16, 2020, at which time they are subject to mandatory redemption by the Issuer. 3,000 shares of Series C Convertible Preferred Stock were issued on November 25, 2014 and were convertible on that date. Those shares are thus convertible through November 25, 2019, at which time they are subject to mandatory redemption by the Issuer.
- (3)
- (4) Warrants previously acquired by SIC III, exercisable at \$3.51 per share.
- (5) Warrants previously acquired by SIC III, exercisable at \$2.98 per share.
- (6) Warrants previously acquired by SIC III, exercisable at \$3.63 per share.
- (7) Warrants previously acquired by the Reporting Person, exercisable at \$80.00 per share.
- (8) 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.
- (9) 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.
- (10) 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, 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)
- (12) Held by Sillerman Investment Company IV LLC, of which the Reporting Person is the manager and sole member. These shares were acquired in a transaction exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 thereunder.

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