

NOSS ELLIOT
Form 4/A
June 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
NOSS ELLIOT

(Last) (First) (Middle)
96 MOWAT AVENUE
(Street)

TORONTO, A6 M6K 3M1

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TUCOWS INC /PA/ [TCX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
03/07/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/04/2011		P		24,000	I	\$ 0.8373
Common Stock	03/04/2011		P		24,000	I	\$ 0.8373
Common Stock					28,000	I	
					28,000	I	

By Rachel Grinberg US RSP ⁽¹⁾

By E. Noss US RSP

By Rachel Grinberg Spousal RRSP ⁽²⁾

Common Stock							By Rachel Grinberg RRSP ⁽³⁾
Common Stock				100 ⁽⁴⁾		D	
Common Stock				549,285		I	By E. Noss RRSP ⁽⁵⁾
Common Stock				106,869		I	By E. Noss Extended Family Trust and By E. Noss Trust ⁽⁶⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOSS ELLIOT 96 MOWAT AVENUE	X		Chief Executive Officer	

TORONTO, A6 M6K 3M1

Signatures

/s/ Elliot Noss

06/04/2012

__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) These shares were purchased by Mr. Noss' wife and are held in her account, the Rachel Grinberg US RSP, over which Mr. Noss has control pursuant to a Power of Attorney granted to him by his wife on April 13, 2006.
- (2) These shares were purchased by Mr. Noss' wife and are held in her account, the Rachel Grinberg Spousal RRSP, over which Mr. Noss has control pursuant to a Power of Attorney granted to him by his wife on January 29, 2007.
- (3) These shares were purchased by Mr. Noss' wife and are held in her account, the Rachel Grinberg RRSP, over which Mr. Noss has control pursuant to a Power of Attorney granted to him by his wife on April 13, 2006.

Represents 100 shares of restricted common stock granted on April 17, 2009; 75 of these shares are fully vested and the remaining 25 shares will vest on April 17, 2013. The initial Form 4 filed by Mr. Noss on March 7, 2011 correctly reported the total number of shares held by Mr. Noss, but incorrectly allocated these shares between his direct and indirect holdings. This amendment is being filed to correct the allocation of shares that Mr. Noss holds directly, indirectly through his RRSP and indirectly through the E. Noss Extended Family Trust and the E. Noss Trust
- (4) The initial Form 4 filed by Mr. Noss on March 7, 2011 correctly reported the total number of shares held by Mr. Noss, but incorrectly allocated these shares between his direct and indirect holdings. This amendment is being filed to correct the allocation of shares that Mr. Noss holds directly, indirectly through his RRSP and indirectly through the E. Noss Extended Family Trust and the E. Noss Trust.
- (5) The initial Form 4 filed by Mr. Noss on March 7, 2011 correctly reported the total number of shares held by Mr. Noss, but incorrectly allocated these shares between his direct and indirect holdings. This amendment is being filed to correct the allocation of shares that Mr. Noss holds directly, indirectly through his RRSP and indirectly through the E. Noss Extended Family Trust and the E. Noss Trust. These shares held by the E. Noss Extended Family Trust and E. Noss Trust are held through an account jointly controlled by Mr. Noss and his wife.
- (6)

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.