

TABAK HAIM
Form 4
October 24, 2012

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 *
TABAK HAIM

(Last) (First) (Middle)

30/6 AVERBUCH

(Street)

RAMAT HASHARON, L3 47400

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Win Global Markets, Inc. [WGMI]

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

10/23/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|-----------------------------|------------------------------|------------------|---------------------|---|---|---------|------------------|-----------------|--------------|
| | | | Code | V | (A) | (D) | | | |
| Stock option (right to buy) | \$ 0.55 | 10/23/2012 | D ⁽¹⁾ | | | 200,000 | <u>(1)</u> | 12/31/2014 | Common Stock |
| Stock option (right to buy) | \$ 0.55 | 10/23/2012 | A ⁽¹⁾⁽⁵⁾ | | 200,000 | | <u>(1)</u> | 01/15/2014 | Common Stock |
| Stock option (right to buy) | \$ 1.15 | 10/23/2012 | D ⁽²⁾ | | | 400,000 | <u>(2)</u> | 04/03/2016 | Common Stock |
| Stock option (right to buy) | \$ 1.15 | 10/23/2012 | A ⁽²⁾⁽⁵⁾ | | 400,000 | | <u>(2)</u> | 01/15/2014 | Common Stock |
| Stock option (right to buy) | \$ 0.0595 | 10/23/2012 | D ⁽³⁾ | | | 500,000 | <u>(3)</u> | 08/19/2014 | Common Stock |
| Stock option (right to buy) | \$ 0.0595 | 10/23/2012 | A ⁽³⁾⁽⁵⁾ | | 500,000 | | <u>(3)</u> | 01/15/2014 | Common Stock |
| Stock option (right to buy) | \$ 0.11 | 10/23/2012 | D ⁽⁴⁾ | | | 500,000 | <u>(4)</u> | 12/08/2015 | Common Stock |
| Stock option (right to buy) | \$ 0.11 | 10/23/2012 | A ⁽⁴⁾⁽⁵⁾ | | 500,000 | | <u>(4)</u> | 01/15/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TABAK HAIM 30/6 AVERBUCH RAMAT HASHARON, L3 47400 | | | Chief Operating Officer | |

Signatures

/s/ Haim Tabak

10/24/2012

**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) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 31, 2004 and is fully vested as of October 15, 2012.
 - (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on April 3, 2006 and is fully vested as of October 15, 2012.
 - (3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on August 20, 2009 and is fully vested as of October 15, 2012.
 - (4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on December 9, 2010 and is fully vested as of October 15, 2012.
 - (5) The options were granted pursuant to the Issuer's 2004 Global Share Option Plan, as amended, in consideration for services rendered by Mr. Tabak.

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.