

BAILEY GEOFFREY R
Form 4
November 27, 2017

FORM 4

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

OMB APPROVAL

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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 *
BAILEY GEOFFREY R

2. Issuer Name and Ticker or Trading Symbol
Good Times Restaurants Inc.
[GTIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 CORPORATE CIRCLE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2017

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

GOLDEN, CO 80401

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common | 11/23/2017 | | M | V 441 (1) A | \$ 0 7,965 | D | |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. P |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (Ins | | | |
|-------------------------------------|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|--------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non Qualified Stock Option | \$ 4.41 | | | | | | 11/14/2008 | 11/14/2018 | Common | 666 |
| Non Qualified Stock Option | \$ 3.45 | | | | | | 11/06/2009 | 11/06/2019 | Common | 666 |
| Non Qualified Stock Option | \$ 1.56 | | | | | | 12/13/2010 | 12/13/2020 | Common | 666 |
| Non Qualified Stock Option | \$ 1.31 | | | | | | 12/14/2011 | 12/14/2021 | Common | 5,000 |
| Non Qualified Stock Option | \$ 2.31 | | | | | | 01/02/2013 | 01/02/2023 | Common | 2,000 |
| Non Qualified Stock Option | \$ 2.44 | | | | | | 09/27/2013 | 09/27/2023 | Common | 5,000 |
| Non Qualified Stock Option | \$ 7.79 | | | | | | <u>(2)</u> | 03/13/2025 | Common | 7,060 |
| Non Qualified Stock Option | \$ 5.29 | | | | | | <u>(3)</u> | 11/23/2025 | Common | 3,781 |
| Restricted Stock Unit | \$ 0 | | | | | | <u>(4)</u> | 11/23/2018 | Common | 441 |

Restricted
Stock Unit \$ 0

(5) 11/16/2019 Common 3,733

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAILEY GEOFFREY R 601 CORPORATE CIRCLE GOLDEN, CO 80401 | | | | |

Signatures

Geoffrey R.
Bailey 11/27/2017

**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) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 1,324 restricted stock units on November 23, 2015 of which 1/3 of the shares of the grant vested on November 23, 2016 and an additional 1/3 of the shares vested on November 23, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on November 25, 2015.
 - (2) These Non-Qualified Stock Options vest in three equal annual installments with the first installment vesting March 13, 2016.
 - (3) These Non-Qualified Stock Options vest in three equal annual installments with the first installment vesting November 23, 2016.
 - (4) The reporting person was granted 1,324 restricted stock units on November 23, 2015 of which 1/3 of the shares of the grant vested on November 23, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.
 - (5) The reporting person was granted 5,600 restricted stock units on November 16, 2016 vesting at 1/3 of the shares of the grant vested on November 16, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.

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.