Viggle Inc. Form 3 October 31, 2014

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

À Sillerman Investment Co III,

LLC

(Last) (First)

Statement

(Month/Day/Year)

10/28/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Viggle Inc. [VGGL]

C/O VIGGLE INC., Â 902

BROADWAY, 11TH FLOOR

(Street)

(Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director Officer

__X__ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10010

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

Â Common Stock 8,230,522 D

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

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

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Derivative Derivative Security:

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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)	(1)	(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.

NEW YORK, NYÂ 10010

902 BROADWAY, 11TH FLOOR Â X Â X Â

Signatures

/s/ Robert F.X. Sillerman 10/31/2014

**Signature of Reporting 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).

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

(1) 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.

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