Viggle Inc. Form 4 May 05, 2015

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Consiglio Gregory

Viggle Inc. [VGGL]

05/01/2015

(Check all applicable)

(First) (Middle) (Last)

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

Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

C/0 VIGGLE INC., 902 BROADWAY, 11TH FLOOR

below) President and COO

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_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

below)

NEW YORK, NY 10010

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

05/01/2015

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year)

Execution Date, if

31,080

Following Reported Transaction(s)

(Instr. 3 and 4)

Restricted

Code V Amount

M

(D) Price

<u>(2)</u>

(A)

206,539

D

Stock Units (6)

Security

(Instr. 3)

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)

#### Edgar Filing: Viggle Inc. - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 1 9 (
				Code V	(A)	) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (6)	(1)	05/01/2015		M		31,080	(2)	(2)	Common Stock	31,080	
Restricted Stock Units (6)	(1)						(3)	<u>(3)</u>	Common Stock (3)	25,000	
Restricted Stock Units (6)	(1)						<u>(4)</u>	<u>(4)</u>	Common Stock (4)	100,000	
Restricted Stock Units (6)	(1)						<u>(5)</u>	<u>(5)</u>	Common Stock (5)	312	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Consiglio Gregory C/0 VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010

President and COO

### **Signatures**

/s/ Gregory
Consiglio 05/05/2015

\*\*Signature of Date
Reporting Person

# **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) 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.
- (2) 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, 208 and May 1, 2019.
- (3) This restricted stock unit award was granted September 29, 2014 and vested as to 50,000 units on December 4, 2014, vested as to 25,000 units on March 5, 2015, and will vest as to 25,000 units on June 4, 2015.

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- (4) This restricted stock unit award was granted on January 22, 2015. It vested as to 100,000 units on January 22, 2015 and will vest as to 100,000 units on May 5, 2015.
- (5) This restricted stock unit award was granted on May 11, 2011. It vested as to 521 units previously and will vest as to 208 units on May 11, 2015 and as to 104 units on May 11, 2016.
- (6) The grant and the vesting of these restricted stock units are exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 promulgated thereunder.

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.