

Viggle Inc.
Form 4
May 06, 2015

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 *
Consiglio Gregory

(Last) (First) (Middle)
C/O VIGGLE INC., 902
BROADWAY, 11TH FLOOR
(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viggle Inc. [VGGL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Restricted Stock Units (6) | 05/05/2015 | | M | | 100,000 | A | (2) 306,539 |
| | | | | | | 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)

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| 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 | 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) | | | |
|--|--|--------------------------------------|--|---------------------|---|--|---|------------|-----------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units ⁽⁶⁾ | <u>(1)</u> | 05/05/2015 | | M | | 100,000 | <u>(2)</u> | <u>(2)</u> | Common Stock | 100,000 |
| Restricted Stock Units ⁽⁶⁾ | <u>(1)</u> | | | | | | <u>(3)</u> | <u>(3)</u> | Common Stock ⁽³⁾ | 25,000 |
| Restricted Stock Units ⁽⁶⁾ | <u>(1)</u> | | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock ⁽⁴⁾ | 124,072 |
| Restricted Stock Units ⁽⁶⁾ | <u>(1)</u> | | | | | | <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/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010 | | | President and COO | |

Signatures

/s/ Gregory
Consiglio

05/06/2015

**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) Each restricted stock unit represents the right to receive, at settlement, one (1) share of common stock.
- (2) This restricted stock unit award was granted on January 22, 2015. It vested as to 100,000 units on January 22, 2015 and as to 100,000 units on May 5, 2015.
- (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.
- (4)

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Restricted stock units in respect of 155,090 shares of Common Stock granted pursuant to the Company's 2011 Executive Incentive Plan. 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, 2018 and May 1, 2019.

- (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.

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