

Viggle Inc.  
Form 4  
May 11, 2015

**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 \*  
Small John C

(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)  
05/08/2015

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 Financial 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Restricted Stock Units (5)	05/08/2015		M	V	17,250 A (2) 108,268	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 (Instr. 8)	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 Number Shares
Restricted Stock Units <sup>(5)</sup>	<u>(1)</u>	05/01/2015		A		<u>(2)</u>	<u>(2)</u>	Common Stock	17,250
Restricted Stock Units <sup>(5)</sup>	<u>(1)</u>	05/01/2015		M		<u>(2)</u>	<u>(2)</u>	Common Stock	17,250
Restricted Stock Units <sup>(5)</sup>	<u>(1)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	124,070
Restricted Stock Units <sup>(5)</sup>	<u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Small John C C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010			Chief Financial Officer	

## Signatures

/s/ John Small                      03/06/2015

         \*\*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.
  - (2) Restricted stock units in respect of 17,250 shares of Common Stock granted pursuant to the Company's 2011 Executive Incentive Plan. These restricted stock units vested immediately upon grant.  
  
Restricted stock units in respect of 155,090 shares of Common Stock granted pursuant to the Company's 2011 Executive Incentive Plan.
  - (3) 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.
  - (4) This restricted stock unit award was granted September 29, 2014 and vests as to 40,000 units on December 4, 2014, to 20,000 units on March 5, 2015, and to 20,000 units on June 4, 2015.

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- (5) 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.

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