

ALLDIGITAL HOLDINGS, INC.

Form 3

January 17, 2014

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Eisenstein Bradley A

(Last) (First) (Middle)

220 TECHNOLOGY DRIVE,
SUITE 100

(Street)

IRVINE,Â CAÂ 92618

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/07/2014

3. Issuer Name **and** Ticker or Trading Symbol

ALLDIGITAL HOLDINGS, INC. [ADGL]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

Chief Operating Officer

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Non-Statutory Stock Options (right to buy)	Â <u>(1)</u>	12/13/2023	Common Stock	35,000	\$ 0.3	D	Â
Incentive Stock Options (right to buy)	Â <u>(2)</u>	01/07/2024	Common Stock	750,000	\$ 0.12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eisenstein Bradley A 220 TECHNOLOGY DRIVE, SUITE 100 IRVINE, CA 92618	Â	Â	Â Chief Operating Officer	Â

Signatures

Bradley A. Eisenstein 01/16/2014

 Signature of Reporting Person 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).

(1) These Options were granted pursuant to the Company's Amended and Restated 2011 Stock Incentive Plan. The option will vest February 3, 2014 and, because they are connected with an interim consulting relationship, the Options are not subject to forfeiture upon termination of service once vested.

(2) These options were granted under the Company's Amended and Restated 2011 Stock Incentive Plan. The option will vest over a period of 4 years, subject to Mr. Eisenstein's continued employment. Twenty-five percent (25%) of shares underlying the option will vest on the first anniversary of the grant date, and then 1/36th of the shares underlying the option will vest each month thereafter until fully vested. Upon a change of control, any unvested portion of the option will immediately vest in full.

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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