

de Masi Niccolo
Form 4
November 16, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
de Masi Niccolo

(Last) (First) (Middle)

C/O GLU MOBILE INC., 500
HOWARD STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2017

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) Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/15/2017		A		43,750	A	\$ 0 ⁽¹⁾	556,609	D	
Common Stock	11/15/2017		F ⁽²⁾		22,829	D	\$ 3.87	533,780	D	
Common Stock	11/15/2017		A		28,125	A	\$ 0 ⁽³⁾	561,905	D	
Common Stock	11/15/2017		F ⁽²⁾		14,676	D	\$ 3.87	547,229	D	
Common Stock	11/15/2017		A		21,688	A	\$ 0 ⁽⁴⁾	568,917	D	

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Common Stock	11/15/2017	<u>F</u> (2)	11,317	D	\$ 3.87	557,600	D
Common Stock	11/15/2017	A	46,875	A	\$ 0 (5)	604,475	D
Common Stock	11/15/2017	<u>F</u> (2)	24,460	D	\$ 3.87	580,015	D
Common Stock	11/15/2017	A	10,938	A	\$ 0 (6)	590,953	D
Common Stock	11/15/2017	<u>F</u> (2)	5,708	D	\$ 3.87	585,245	D
Common Stock	11/15/2017	A	46,875	A	\$ 0 (7)	632,120	D
Common Stock	11/15/2017	<u>F</u> (2)	24,460	A	\$ 3.87	607,660	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)		8. De	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(8)	11/15/2017		M	(1)	43,750		(9)	(9)	Common Stock	43,750
Restricted Stock Units	(8)	11/15/2017		M	(3)	28,125		(9)	(9)	Common Stock	28,125
Restricted Stock Units	(8)	11/15/2017		M	(4)	21,688		(10)	(10)	Common Stock	21,688
Restricted Stock	(8)	11/15/2017		M	(5)	46,875		(11)	(11)	Common Stock	46,875

Units

Restricted

Stock	(8)	11/15/2017	M ⁽⁶⁾	10,938	(12)	(12)	Common Stock	21,875
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Restricted Stock Unit	(8)	11/15/2017	M ⁽⁷⁾	46,875	(13)	(13)	Common Stock	46,875
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

de Masi Niccolo C/O GLU MOBILE INC. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	X	Executive Chairman
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Signatures

/s/ Niccolo M.
de Masi 11/15/2017

**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) Vesting of restricted stock unites ("RSUs") granted to Mr. de Masi on April 24, 2014, as amended July 24, 2014.

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by Mr. De Masi and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Masi resulting from the vesting of RSUs. Mr. De Masi did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

(3) Vesting of RSUs granted to Mr. de Masi on April 24, 2014, as amended July 24, 2014.

(4) Vesting of RSUs granted to Mr. De Masi on October 8, 2013.

(5) Vesting of RSUs granted to Mr. De Masi on October 13, 2015.

(6) Vesting of RSUs granted to Mr. De Masi on April 24, 2014.

(7) Vesting of RSUs granted to Mr. De Masi on June 4, 2015.

(8) Each RSU represents a contingent right to receive one share of Glu common stock.

The RSU vested as to 25% of the total number of shares of subject to the RSU on May 15, 2015 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal 12.5% installments over the next three years following the RSU First

(9) Vesting Date on the same day of each sixth month (e.g., the second vesting date was November 15, 2015, the third vesting date was May 15, 2016, etc.); provided, however, that if any portion of the performance RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the performance RSU will vest on the next trading day.

The RSU vested as to 25% of the total number of shares of subject to the RSU on November 17, 2014 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU

(10) First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was February 15, 2015, the next quarterly vesting date was May 15, 2015, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

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The RSU vested as to 25% of the total number of shares of subject to the RSU on February 15, 2016 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU

- (11) First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was May 15, 2016, the next quarterly vesting date was August 15, 2016, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

The RSU vested as to 25% of the total number of shares of subject to the RSU on May 15, 2015 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU First

- (12) Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was scheduled for August 15, 2015, the next quarterly vesting date was November 15, 2015, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

The RSU vested as to 25% of the total number of shares of subject to the RSU on November 15, 2016 (the "RSU First Vesting Date"), with the remaining 75% of the underlying shares vesting in equal quarterly installments over the next three years following the RSU

- (13) First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date will be February 15, 2017, the next quarterly vesting date was May 15, 2017, etc.); provided, however, that if any portion of the RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the RSU will vest on the next trading day.

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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