

GLU MOBILE INC
Form 4/A
February 10, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tencent Holdings Ltd

(Last) (First) (Middle)

LEVEL 29, THREE PACIFIC
PLACE, 1 QUEEN'S ROAD EAST

(Street)

WANCHAI, K3 -

(City) (State) (Zip)

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

GLU MOBILE INC [GLUU]

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

02/10/2016

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

02/10/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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, par value \$0.0001 per share	02/08/2016		P		800,950	A \$ 2.6941 <u>(1)</u>	800,950	I	See footnote <u>(3)</u>
Common Stock, par value \$0.0001 per share	02/09/2016		P		1,760,000	A \$ 2.8858 <u>(2)</u>	2,560,950	I	See footnote <u>(3)</u>
Common Stock, par	02/10/2016		P		640,000	A \$ 2.9941	3,200,950	I	See footnote

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value	(4)	(3)
\$0.0001		
per share		
Common		
Stock, par		See
value	21,000,000 I	footnote
\$0.0001		(5)
per share		

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tencent Holdings Ltd LEVEL 29, THREE PACIFIC PLACE 1 QUEEN'S ROAD EAST WANCHAI, K3 -	X	X		
Red River Investment Ltd C/O TENCENT HOLDINGS LIMITED, LEVEL 29 THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST WANCHAI, K3 -	X	X		

Signatures

Tencent Holdings Limited By: /s/ Li Zhao
Hui

02/10/2016

__Signature of Reporting Person

Date

Red River Investment Limited By: /s/ Li
Zhao Hui

02/10/2016

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.64 to \$2.76, inclusive. The reporting person undertakes to provide to GLU Mobile Inc., any security holder of GLU Mobile Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.65 to \$2.945, inclusive.
- (3) Held directly by THL E Limited ("THL"). THL is a wholly-owned subsidiary of Tencent Holdings Limited ("Tencent").
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.95 to \$3.02, inclusive.
- (5) Held directly by Red River Investment Limited ("Red River"). Red River is a wholly-owned subsidiary of Tencent.

Remarks:

Xiaoyi Ma, a Senior Vice President of Tencent, serves as the representative of the Reporting Persons on the Issuer's board of directors.

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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