

GLU MOBILE INC
Form 4
February 14, 2014

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 *
Ludwig Eric R

(Last) (First) (Middle)

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)

02/13/2014

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 ____ Other (specify
below) below)
EVP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/04/2013		G ⁽¹⁾	10,638 D \$ 0	57,000	D	
Common Stock	11/04/2013		G ⁽¹⁾	10,638 A \$ 0	25,702	I	Trust ⁽²⁾
Common Stock	02/13/2014		M ⁽³⁾	4,166 A \$ 0.99	61,166	D	
Common Stock	02/13/2014		M ⁽³⁾	107,500 A \$ 1.0648	168,866	D	
Common Stock	02/13/2014		M ⁽³⁾	37,500 A \$ 1.07	206,166	D	

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Common Stock	02/13/2014	M ⁽³⁾	10,834	A	\$ 1.77	217,000	D	
Common Stock	02/13/2014	M ⁽³⁾	40,000	A	\$ 4.39	257,000	D	
Common Stock	02/13/2014	S ⁽³⁾	200,000	D	\$ (4) 4.7615	57,000	D	
Common Stock	02/13/2014	S ⁽³⁾	14,870	D	\$ (5) 4.7632	10,832	I	Trust ⁽²⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 0.99	02/13/2014		M ⁽³⁾	4,166	⁽⁶⁾ 04/08/2016	Common Stock 4,166
Stock Option (right to buy)	\$ 1.0648	02/13/2014		M ⁽³⁾	107,500	⁽⁷⁾ 12/16/2015	Common Stock 107,500
Stock Option (right to buy)	\$ 1.07	02/13/2014		M ⁽³⁾	37,500	⁽⁸⁾ 08/07/2015	Common Stock 37,500
Stock Option (right to buy)	\$ 1.77	02/13/2014		M ⁽³⁾	10,834	⁽⁹⁾ 10/21/2016	Common Stock 10,834
Stock	\$ 4.39	02/13/2014		M ⁽³⁾	40,000	⁽¹⁰⁾ 04/28/2014	Common 40,000

Option
(right to
buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ludwig Eric R GLU MOBILE INC. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	EVP and CFO

Signatures

/s/ Eric R.
Ludwig

02/14/2014

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) Represents a transfer of shares to the Ludwig McKillop Trust, of which the reporting person and his wife, Mary Elizabeth McKillop, are the co-trustees.
- (2) These shares are held by the Ludwig McKillop Trust
- (3) The stock option exercises and the sales of the underlying option shares were effected pursuant to a trading plan designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934 that Mr. Ludwig entered into on November 13, 2013.
- (4) Represents a weighted average price, as this transaction was executed in multiple trades at prices ranging from \$4.68 to \$4.85. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (5) Represents a weighted average price, as this transaction was executed in multiple trades at prices ranging from \$4.69 to \$4.85. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (6) The option vests and becomes exercisable over four years, with 25% of the underlying shares having vested and become exercisable on April 8, 2011, the first anniversary of the grant date, with the remaining underlying shares vesting and becoming exercisable in equal monthly installments over the following three years such that the option will be fully vested on April 8, 2014.
- (7) The option vested and became exercisable over four years, with 25% of the underlying shares having vested and become exercisable on December 16, 2010, the first anniversary of the grant date, with the remaining underlying shares vesting and becoming exercisable in equal monthly installments over the following three years such that the option became fully vested on December 16, 2013.
- (8) The option vested and became exercisable with respect to 50% of the underlying shares on the date that a new Chief Executive Officer joined Glu Mobile Inc., which was December 1, 2009 (the "Start Date"), and the remaining 50% of the underlying shares vested and became exercisable on the six-month anniversary of the Start Date, or June 1, 2010.
- (9) The option vests and becomes exercisable over four years, with 25% of the underlying shares having vested and become exercisable on October 21, 2011, the first anniversary of the grant date, with the remaining underlying shares vesting and becoming exercisable in equal monthly installments over the following three years such that the option will be fully vested on October 21, 2014.
- (10) The option vested and became exercisable over four years, with 25% of the underlying shares having vested and become exercisable on April 28, 2009, the first anniversary of the grant date, with the remaining underlying shares vesting and becoming exercisable in equal monthly installments over the following three years such that the option became fully vested on April 28, 2012.

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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