

GLU MOBILE INC

Form 4

May 19, 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 \*  
Cannon Gregory J.

(Last) (First) (Middle)

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)

05/15/2014

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 below) \_\_\_\_ Other (specify below)

Vice President of Finance

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	05/15/2014		M <sup>(1)</sup>	5,000 A \$ 0	103,443 <sup>(2)</sup>	D	
Common Stock	05/15/2014		F <sup>(3)</sup>	1,876 D \$ 3.8	101,567	D	
Common Stock	05/19/2014		S <sup>(4)</sup>	3,124 D \$ 3.66	98,443	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)

number.

**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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	05/15/2014		M(1)	5,000	(6)	(6)	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cannon Gregory J. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	Vice President of Finance

## Signatures

/s/ Gregory J.  
Cannon

05/19/2014

                    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) Vesting of restricted stock units ("RSUs") granted to Mr. Cannon on May 14, 2013.

In a Form 3 filed on October 29, 2013, Mr. Cannon reported that he beneficially owned 88,737 shares of the common stock of Glu Mobile Inc. ("Glu"). Mr. Cannon subsequently acquired 9,706 shares of Glu on February 21, 2014, pursuant to Glu's 2007 Employee

- (2) Stock Purchase Plan, which purchase was exempt from reporting under Rule 16b-3(c) promulgated under the Securities Exchange Act of 1934, as amended. The amount of securities beneficially owned by Mr. Cannon following this transaction takes into account this purchase.

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

- (3) this Form 4 were relinquished by Mr. Cannon and cancelled by Glu in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Cannon resulting from the vesting of RSUs. Mr. Cannon 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.

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- (4) This sale was effected pursuant to a trading plan designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934 that Mr. Cannon entered into on March 7, 2014.
- (5) Each restricted stock unit represents a contingent right to receive one share of Glu Mobile Inc. common stock.

The restricted stock unit vested as to 25% of the total number of shares of subject to the RSU on May 15, 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

- (6) RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date will be August 15, 2014, the next quarterly vesting date will be November 15, 2014, 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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