

GLU MOBILE INC  
Form 4  
November 16, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ludwig Eric R

(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)  
11/15/2016

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)  
EVP, COO and CFO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2016		A		11,250	A	\$ 0 (1)
Common Stock	11/15/2016		F(2)		4,228	D	\$ 2.06
Common Stock	11/15/2016		A		5,000	A	\$ 0 (3)
Common Stock	11/15/2016		F(2)		1,879	D	\$ 2.06
Common Stock	11/15/2016		A		15,000	A	\$ 0 (4)

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Common Stock	11/15/2016	F <sup>(2)</sup>	5,637	D	\$ 2.06	79,472	D	
Common Stock	11/15/2016	A	83,750	A	\$ 0 <sup>(5)</sup>	163,222	D	
Common Stock	11/15/2016	F <sup>(2)</sup>	31,474	D	\$ 2.06	131,748	D	
Common Stock						133,127	I	Trust <sup>(5)</sup>

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 Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	11/15/2016		M <sup>(1)</sup>	11,250	<u>(7)</u>	<u>(7)</u>	Common Stock	11,250
Restricted Stock Units	<u>(6)</u>	11/15/2016		M <sup>(3)</sup>	5,000	<u>(8)</u>	<u>(8)</u>	Common Stock	5,000
Restricted Stock Units	<u>(6)</u>	11/15/2016		M <sup>(4)</sup>	15,000	<u>(9)</u>	<u>(9)</u>	Common Stock	15,000
Restricted Stock Units	<u>(6)</u>	11/15/2016		M <sup>(5)</sup>	83,750	<u>(10)</u>	<u>(10)</u>	Common Stock	83,750

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ludwig Eric R  
C/O GLU MOBILE INC.  
500 HOWARD STREET, SUITE 300  
SAN FRANCISCO, CA 94105

EVP, COO and CFO

## Signatures

/s/ Eric R.  
Ludwig

11/16/2016

\*\*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) Vesting of restricted stock units ("RSUs") granted to Mr. Ludwig on October 8, 2013.

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 row were relinquished by Mr. Ludwig and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Ludwig resulting from the vesting of RSUs. Mr. Ludwig did not sell or otherwise dispose of any of the shares reported on this row for any reason other than to cover required taxes.

(3) Vesting of RSUs granted to Mr. Ludwig on February 11, 2014.

(4) Vesting of RSUs granted to Mr. Ludwig on October 14, 2014.

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

(6) Each restricted stock unit 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 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

(7) 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.

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

(8) Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was 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 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

(9) 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 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

(10) 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 will be 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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