

Ponder Quentin Dean
Form 4
October 24, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Ponder Quentin Dean

2. Issuer Name and Ticker or Trading Symbol
COOL TECHNOLOGIES, INC.
[WARM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)

8875 HIDDEN RIVER
PARKWAY, SUITE 300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03-07:00/2016

TAMPA, FL 33637

(City) (State) (Zip)

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

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	02/03-07:00/2016		A	V Amount (A) or (D) Price	400,000 A 2,400,000 ⁽²⁾	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)

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

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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 Underlying Instrument (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date
Warrant (to purchase common stock)	\$ 0.22	02/03-07:00/2016		A	400,000	02/03-07:00/2016	02/03-07:00/2021

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ponder Quentin Dean 8875 HIDDEN RIVER PARKWAY SUITE 300 TAMPA, FL 33637			Chief Financial Officer	

Signatures

/s/ Quentin Ponder 10/24-06:00/2017

**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) Mr. Ponder is the sole owner of Summit Management Consulting, Inc. ("Summit Management Consulting"). Pursuant to a consulting agreement between Cool Technologies, Inc. (the "Company") and Summit Management, the Company pays Summit Management a monthly consulting fee of \$12,000. On February 23, 2016, Summit Management applied unpaid consulting fees of \$64,000 to purchase 400,000 shares of the Company's common stock and a warrant to purchase 400,000 shares of the Company's common stock at an exercise price of \$.22 per share. On June 24, 2016, Summit Management Consulting transferred 400,000 shares of Common Stock of the Company to Mr. Ponder. As a result, Mr. Ponder became the direct owner of such amount of shares of Common Stock.
- (2) As of the date of the filing of this report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.