

JAMBA, INC.
Form 3
January 22, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Welling Glenn W.</p> <p>(Last) (First) (Middle)</p> <p>ENGAGED CAPITAL, LLC, 610 NEWPORT CENTER DR. SUITE 250</p> <p>(Street)</p> <p>NEWPORT BEACH, CA 92660</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/12/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>JAMBA, INC. [JMBA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.001 per share | 610,465 | I | By: Engaged Capital Master Feeder I, LP ⁽¹⁾ |
| Common Stock, par value \$0.001 per share | 821,424 | I | By: Engaged Capital Master Feeder II, LP ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Welling Glenn W. ENGAGED CAPITAL, LLC 610 NEWPORT CENTER DR. SUITE 250 NEWPORT BEACH, CA 92660 | X | A | A | A |

Signatures

Karen Luey, as attorney-in-fact for Glenn W. Welling 01/22/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares owned directly by Engaged Capital Master Feeder I, LP ("Engaged Capital Master I"). Mr. Welling, solely by virtue of his position as the managing member and Chief Investment Officer ("CIO") of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment advisor of Engaged Capital Master I, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (2) Shares owned directly by Engaged Capital Master Feeder II, LP ("Engaged Capital Master II"). Mr. Welling, solely by virtue of his position as the managing member and CIO of Engaged Capital, the general partner and investment advisor of Engaged Capital Master II, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master II for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.