

GLU MOBILE INC  
Form SC 13G/A  
February 07, 2013

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**Information to be included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and amendments thereto  
filed pursuant to Rule 13d-2**

**(Amendment No. 2)**

**GLU MOBILE INC.**

**(Name of Issuer)**

**COMMON STOCK, PAR VALUE \$0.0001 PER SHARE**

**(Title of Class of Securities)**

**379890106**

**(CUSIP Number)**

**December 31, 2012**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following pages)

(Page 1 of 17 Pages)

1 NAME OF REPORTING PERSON

Foundation 9 Entertainment, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

600,000 \*\*see Note 1\*\*

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

600,000 \*\*see Note 1\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

F9E Holdco, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

600,000 \*\*see Note 1\*\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

600,000 \*\*see Note 1\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

Francisco Partners GP, LLC  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

600,000 \*\*see Note 1\*\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

600,000 \*\*see Note 1\*\*  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

OO



1 NAME OF REPORTING PERSON

Francisco Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

600,000 \*\*see Note 1\*\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

600,000 \*\*see Note 1\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

Francisco Partners Fund A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

600,000 \*\*see Note 1\*\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

600,000 \*\*see Note 1\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

2 Francisco Partners Management, LP  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

600,000 \*\*see Note 1\*\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

600,000 \*\*see Note 1\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

2 FP Annual Fund Investors, LLC  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

600,000 \*\*see Note 1\*\*

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

600,000 \*\*see Note 1\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

600,000 \*\*see Note 1\*\*

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12      0.9 %  
TYPE OF REPORTING PERSON

OO



**ITEM 1.** (a) Name of Issuer:

Glu Mobile Inc. (the Issuer )

(b) Address of Issuer's Principal Executive Offices:

45 Fremont Street, Suite 2800

San Francisco, California 94105

**ITEM 2.** (a) Name of Person Filing:

Foundation 9 Entertainment, Inc. ( F9E )

F9E Holdco, LLC ( F9E Holdco )

Francisco Partners GP, LLC, a Delaware limited liability company ( FPGP )

Francisco Partners, L.P., a Delaware limited partnership ( FPLP )

Francisco Partners Fund A, L.P., a Delaware limited partnership ( FP A LP )

Francisco Partners Management, L.P., a Delaware limited partnership ( Management LP )

FP Annual Fund Investors, LLC, a Delaware limited liability company ( FP LLC )

Collectively, F9E, F9E Holdco, FPGP, FPLP, FP A LP, Management LP and FP LLC are referred to herein as the Reporting Persons

(b) Address of Principal Business Office or, if None, Residence:

The address for F9E is:

9 Pasteur, Suite 100

Irvine, California 92618

The address for each of the other Reporting Persons is:

One Letterman Drive, Building C, Suite 410

San Francisco, California 94129

(c) Citizenship:

The place of organization of each of the Reporting Persons is:

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State of Delaware, U.S.A.

(d) Title of Class of Securities:

Common Stock, par value \$0.0001 per share ( Common Stock )

- (e) CUSIP Number:  
379890106

**ITEM 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**  
Not applicable.

**ITEM 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
600,000 by each of the Reporting Persons\*\*see Note 1\*\*
- (b) Percent of class:  
0.9 % by each of the Reporting Persons

The percent of class is based on 65,942,295 shares of Common Stock, par value \$0.0001 per share of the Issuer outstanding as of November 1, 2012 (based on the Issuer's Quarterly Report on Form 10-Q filed on November 9, 2012 for the quarterly period ended September 30, 2012).

- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
600,000 by each of the Reporting Persons \*\*see Note 1\*\*
  - (iii) Sole power to dispose or to direct the disposition of:  
0

(iv) Shared power to dispose or to direct the disposition of:

600,000 by each of the Reporting Persons \*\*see Note 1\*\*

\*\* Note 1\*\*

F9E is the record and beneficial owner of the 600,000 shares of Common Stock (the Shares ), representing approximately 0.9 % of the outstanding shares of Common Stock. F9E Holdco owns a majority of the shares of F9E and may be deemed the beneficial owner of the Shares. FPLP, FP A LP and FP LLC, as members of F9E Holdco, may be deemed the beneficial owners of the Shares. Management LP is the managing member of FP LLC, and FPGP is the general partner of FPLP and FP A LP. In its capacity as the managing member of FP LLC, Management LP may be deemed the beneficial owner of the Shares. In its capacity as the general partner of each of FPLP and FP A LP, FPGP may be deemed the beneficial owner of the Shares.

Except to the extent of its interest as a majority shareholder of F9E, F9E Holdco expressly disclaims such beneficial ownership and the filing of this Statement shall not be construed as an admission that F9E Holdco is a beneficial owner of the Shares. Except to the extent of their interests as members of F9E Holdco, FPLP, FP A LP and FP LLC expressly disclaim such beneficial ownership and the filing of this Statement shall not be construed as an admission that FPLP, FP A LP and FP LLC are beneficial owners of the Shares. Except to the extent of its interest as managing member of FP LLC, Management LP expressly disclaims such beneficial ownership and the filing of this Statement shall not be construed as an admission that Management LP is a beneficial owner of the Shares. Except to the extent of its interest as general partner of each of FPLP and FP A LP, FPGP expressly disclaims such beneficial ownership and the filing of this Statement shall not be construed as an admission that FPGP is the beneficial owner of the Shares.

**ITEM 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person**

The right to receive dividends on, and proceeds from the sale of, the Shares is governed by the limited liability company agreement of each of F9E Holdco and FP LLC, the limited partnership agreement of each of FPLP, FP A LP and Management LP and the operating agreement of FPGP, and such dividends or proceeds may be distributed with respect to the member interests and general and limited partnership interests in accordance therewith.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

See Exhibit I

**ITEM 8. Identification and Classification of Members of the Group**

See Exhibit II

**ITEM 9. Notice of Dissolution of Group**

Not applicable

**ITEM 10. Certifications**

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2013

**FOUNDATION 9 ENTERTAINMENT, INC.**

By: /s/ Steven L. Sardegna  
Name: Steven L. Sardegna  
Title: Executive Vice President, Chief Financial Officer

**F9E HOLDCO, LLC**

**By: Francisco Partners, L.P., its Managing Member**  
**By: Francisco Partners GP, LLC, its General Partner**

By: /s/ Ben Ball  
Name: Ben Ball  
Title: Authorized Person

**FRANCISCO PARTNERS GP, LLC**

By: /s/ Ben Ball  
Name: Ben Ball  
Title: Manager/Member

**FRANCISCO PARTNERS, L.P.**

**By: Francisco Partners GP, LLC, its General Partner**

By: /s/ Ben Ball  
Name: Ben Ball  
Title: Manager/Member

**FRANCISCO PARTNERS FUND A, L.P.**

**By: Francisco Partners GP, LLC, its General Partner**

By: /s/ Ben Ball  
Name: Ben Ball  
Title: Manager/Member

**FRANCISCO PARTNERS MANAGEMENT, L.P.**  
**By: Francisco Partners Management GP, LLC, its**  
**General Partner**

By: /s/ Ben Ball  
Name: Ben Ball  
Title: Authorized Person

**FP ANNUAL FUND INVESTORS, LLC**  
**By: Francisco Partners Management, L.P., its**  
**Managing Member**  
**By: Francisco Partners Management GP, LLC, its**  
**General Partner**

By: /s/ Ben Ball  
Name: Ben Ball  
Title: Manager/Member

**EXHIBIT INDEX**

Exhibit I Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Exhibit II Identification and Classification of Members of the Group

Exhibit III Joint Filing Agreement

<sup>1</sup> Incorporated herein by reference to the Joint Filing Agreement, dated as of August 12, 2011, previously filed with the Schedule 13G filed by the Reporting Persons on August 12, 2011.



**EXHIBIT I**

**Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

F9E is the record and beneficial owner of the Shares. F9E Holdco owns a majority of the shares of F9E and therefore is the control person of F9E and may be deemed the beneficial owner of the Shares. FPLP, FP A LP and FP LLC, as members of F9E Holdco, may be deemed the beneficial owners of the Shares. Management LP is the managing member and therefore control person of FP LLC, and FPGP is the general partner and therefore control person of FPLP and FP A LP. In its capacity as the managing member of FP LLC, Management LP may be deemed the beneficial owner of the Shares. In its capacity as the general partner of each of FPLP and FP A LP, FPGP may be deemed the beneficial owner of the Shares.

**EXHIBIT II**

**Identification and Classification of Members of the Group**

By virtue of the relationships described herein, the Reporting Persons may be deemed to constitute a group within the meaning of Rule 13d-5 under the Securities Exchange Act of 1934, as amended. As a member of a group, each Reporting Person may be deemed to share voting and dispositive power with respect to, and therefore beneficially own, the Shares beneficially owned by members of the group as a whole. The filing of this Statement shall not be construed as an admission that the Reporting Persons beneficially own those shares held by any other members of the group.