

GLU MOBILE INC
Form 4
April 25, 2014

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 *
de Masi Niccolo

(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)
04/24/2014

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Share
				Code	V				
Restricted Stock Units	<u>(1)</u>	04/24/2014	A	175,000	<u>(2)</u>	04/24/2020	Common Stock	175,	
Performance Restricted Stock Units	<u>(1)</u>	04/24/2014	A	225,000	<u>(3)</u>	04/24/2020	Common Stock	225,	
Performance Restricted Stock Units	<u>(1)</u>	04/24/2014	A	350,000	<u>(4)</u>	04/24/2020	Common Stock	350,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Masi Niccolo C/O GLU MOBILE INC. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	X		President and CEO	

Signatures

/s/ Niccolo M.
de Masi

04/25/2014

**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) Each restricted stock unit or performance restricted stock unit represents a contingent right to receive one share of Glu Mobile Inc. common stock.

The restricted stock unit will vest 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

(2) RSU First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date will be August 15, 2015, the next quarterly vesting date will be 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 performance restricted stock unit will vest only if Glu's stock trades at or above \$7.00 per share for 30 consecutive trading days (the "\$7.00 Vesting Trigger"). Assuming the \$7.00 Vesting Trigger has been met, the performance RSU vests as to 25% of the total number of

(3) underlying shares vesting in equal 12.5% installments over the next three years following the Performance RSU First Vesting Date on the same day of each sixth month (e.g., the second vesting date will be November 15, 2015, the third vesting date will be May 15, 2016, etc.); provided, however, that if any portion of the performance RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the performance RSU will vest on the next trading day.

(4)

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The performance restricted stock unit will vest only if Glu's stock trades at or above \$10.00 per share for 30 consecutive trading days (the "\$10.00 Vesting Trigger"). Assuming the \$10.00 Vesting Trigger has been met, the performance RSU vests as to 25% of the total number of shares of subject to the performance RSU on the Performance RSU First Vesting Date, with the remaining 75% of the underlying shares vesting in equal 12.5% installments over the next three years following the Performance RSU First Vesting Date on the same day of each sixth month (e.g., the second vesting date will be November 15, 2015, the third vesting date will be May 15, 2016, etc.); provided, however, that if any portion of the performance RSU vests on a date that is a non-trading day on The NASDAQ Stock Market, then the performance 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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