PACE DAVID Form 4 September 13, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad PACE DAVI	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol JAMBA, INC. [JMBA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
3001 DALLAS PARKWAY, SUITE 140		VAY, SUITE	(Month/Day/Year) 09/13/2018	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chief Executive Officer		
(Street)			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		
FRISCO, TX 75034				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner		

(City)	(State) (2	Table	I - Non-De	erivative S	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Disposed of (D)			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code				Beneficially	(D) or Benefic	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/13/2018		D	39,011	D	\$ 13	350,000	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.35	09/13/2018		D		150,000	<u>(1)</u>	03/17/2026	Common Stock	150,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
PACE DAVID 3001 DALLAS PARKWAY SUITE 140 FRISCO, TX 75034	X		Chief Executive Officer					

#### **Signatures**

/s/ Josh Nicosia, as attorney-in-fact for David Pace

09/13/2018

\*\*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).

The option, providing for vesting of one-third of the shares subject to the option on each of March 14, 2017, March 14, 2018 and March 14, 2019, in each case subject to the Reporting Person's continued employment with Issuer and/or its affiliates, vested in full at the

(1) effective time of the merger between Jay Merger Sub, Inc. and the Issuer, and was cancelled at the effective time in exchange for a cash payment per share subject to the option determined by the difference between the \$13 merger consideration per share and the exercise price of the option.

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.

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