

GLU MOBILE INC
Form 4
June 05, 2015

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 *
Tencent Holdings Ltd

(Last) (First) (Middle)

LEVEL 29, THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST

(Street)

WANCHAI, K3 -

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2015

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)

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 (Instr. 4)
Common Stock, par value \$0.0001 per share	06/03/2015		P	8,500,000 (1)	A \$ 6 21,000,000	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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 (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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tencent Holdings Ltd LEVEL 29, THREE PACIFIC PLACE 1 QUEEN'S ROAD EAST WANCHAI, K3 -	X	X		
Red River Investment Ltd C/O TENCENT HOLDINGS LIMITED, LEVEL 29 THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST WANCHAI, K3 -	X	X		

Signatures

Tencent Holdings Limited By: /s/ Ma Huateng 06/05/2015

__Signature of Reporting Person Date

Red River Investment Limited By: /s/ Ma Huateng 06/05/2015

__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) Acquired from Glu Mobile Inc. (the "Issuer") pursuant to a purchase agreement dated April 29, 2015 by and among the Issuer, Red River Investment Limited ("Red River") and Tencent Holdings Limited ("Tencent"), in exchange for an aggregate of \$51 million in cash.
- (2) Held directly by Red River. Red River is a wholly-owned subsidiary of Tencent.

Remarks:

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Xiaoyi Ma, a Senior Vice President of Tencent, serves as the representative of the Reporting Persons on the Issuer's board of directors.

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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