

Earl Nicholas
Form 4
February 19, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Earl Nicholas

(Last) (First) (Middle)

C/O GLU MOBILE INC., 875
HOWARD STREET, SUITE 100

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GLU MOBILE INC [GLUU]

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

02/15/2019

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 & 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2019		M ⁽¹⁾	31,250 A	\$ 0 363,074	D	
Common Stock	02/15/2019		F ⁽²⁾	15,494 D	\$ 9.53 347,580	D	
Common Stock	02/15/2019		M ⁽³⁾	155,620 A	\$ 0 503,200	D	
Common Stock	02/15/2019		F ⁽²⁾	77,473 D	\$ 9.53 425,727	D	

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(4)	02/15/2019		M ⁽¹⁾		31,250		(5)	(5)	Common Stock	31,250
Restricted Stock Units	(4)	02/15/2019		A ⁽³⁾		155,620		(3)	(3)	Common Stock	155,620
Restricted Stock Units	(4)	02/15/2019		M ⁽³⁾		155,620		(3)	(3)	Common Stock	155,620
Stock Options	\$ 3.59	02/15/2019		A ⁽⁶⁾		650,000		(6)	10/10/2027	Common Stock	650,000
Stock Options	\$ 3.63	02/15/2019		A ⁽⁶⁾		155,620		(6)	01/02/2028	Common Stock	155,620

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Earl Nicholas C/O GLU MOBILE INC. 875 HOWARD STREET, SUITE 100 SAN FRANCISCO, CA 94103	X		President & CEO	

Signatures

/s/ Nicholas Earl 02/19/2019

**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) Vesting of restricted stock units (RSUs) granted to Mr. Earl on December 9, 2015.

Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by Mr. Earl and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Earl resulting from the vesting of RSUs. Mr. Earl did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes

- (3) Represents performance stock units granted to the Reporting Person on October 10, 2017, that vested on February 15, 2019 as a result of the Reporting Person having met the applicable performance criteria.

- (4) Each RSU represents a contingent right to receive one share of Glu common stock.

The RSU vested as to 25% of the total number of shares subject to the RSU on November 15, 2016 (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 RSU First

- (5) Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was February 15, 2017, the next quarterly vesting date was May 15, 2017, 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.

- (6) Represents performance stock options granted to the Reporting Person on October 10, 2017, that vested and became exercisable on February 15, 2019 as a result of the Reporting Person having met the applicable performance criteria.

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.