

Dayton Judd
Form 4
August 02, 2018

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 *
Dayton Judd

(Last) (First) (Middle)

C/O FITLIFE BRANDS, INC., 5214
S. 136TH STREET

(Street)

OMAHA, NE 68137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FITLIFE BRANDS, INC. [FTLF]

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

07/31/2018

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)

CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/31/2018		A		450,000 (1)	A	\$ 0 (2)
Common Stock					710,715	D	
Common Stock					793,000	I	By Sudbury Holdings, LLC
Common Stock					44,400	I	By SEP IRA

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

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Options	\$ 0.28 ⁽³⁾	07/31/2018		A	705,000	⁽⁴⁾		07/31/2028		Common Stock	705,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dayton Judd C/O FITLIFE BRANDS, INC. 5214 S. 136TH STREET OMAHA, NE 68137			CHIEF EXECUTIVE OFFICER	

Signatures

/s/ Dayton Judd 08/02/2018
 **Signature of Date
 Reporting Person

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 Restricted Shares will vest as follows: (i) 150,000 Restricted Shares at such date that the 30 day volume weighted average price ("VWAP") for shares of the Issuer's common stock exceeds \$1.20, (ii) 150,000 Restricted Shares at such date that the 30 day VWAP for shares of the Issuer's common stock exceeds \$1.80, and (iii) 150,000 Restricted Shares at such date that the 30 day VWAP for shares of the Issuer's common stock exceeds \$2.40.
- (1) Each Restricted Share represents the right to receive one share of the Issuer's common stock.
 - (2) The stock options have an exercise price equal to the Fair Market Value of a share of the Issuer's common stock as of the date of the grant, and were granted by the Issuer to Mr. Judd under the Issuer's 2010 Equity Incentive Plan.
 - (3) One third of the stock options will vest immediately, with the remainder vesting equally in two annual installments thereafter.

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.