

GAIAM, INC
Form 4
June 10, 2016

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 *
Prentice Capital Management, LP

2. Issuer Name and Ticker or Trading Symbol
GAIAM, INC [GAIA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

100 WEST PUTNAM AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2016

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

GREENWICH, CT 06830

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Class A Common Stock ("Common Stock")	06/08/2016		S		10,055	D	\$ 7.85
							2,567,973 ⁽¹⁾ ₍₂₎
						I	
							See Footnotes ⁽¹⁾
Common Stock	06/09/2016		S		3,700	D	\$ 7.85
							2,564,273 ⁽¹⁾ ₍₂₎
						I	
							See Footnotes ⁽¹⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prentice Capital Management, LP 100 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		
Zimmerman Michael 100 WEST PUTNAM AVENUE GREENWICH, CT 06830		X		

Signatures

/s/ Michael Zimmerman, individually and as CEO of Prentice Capital Management, LP

06/10/2016

__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) Prentice Capital Management, LP (the "Investment Manager") serves as investment manager to an investment fund (the "Investment Fund") with respect to which it has voting and dispositive authority over the Common Stock reported in this Form 4. Michael Zimmerman ("Mr. Zimmerman") is responsible for the supervision and conduct of all investment activities of the Investment Manager.

(2) The Investment Manager and Mr. Zimmerman do not directly own any shares of Common Stock. The Michael & Holly Zimmerman Family Foundation Inc. owns 11,705 shares of Common Stock. After the sales reported hereby, the Investment Manager may be deemed to beneficially own 2,552,568 shares of Common Stock held by the Investment Fund. Mr. Zimmerman may be deemed to beneficially own 2,564,273 shares of Common Stock held by the Investment Fund and The Michael & Holly Zimmerman Family Foundation Inc. Each of the Reporting Persons disclaims any beneficial ownership of the shares of Common Stock included in this report to the extent such beneficial ownership exceeds such Reporting Person's pecuniary interest.

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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