

EVOLVING SYSTEMS INC  
Form 4  
December 09, 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 \*  
SINGER JULIAN D.

2. Issuer Name and Ticker or Trading Symbol  
EVOLVING SYSTEMS INC  
[EVOL]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/07/2015

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

C/O EVOLVING SYSTEMS, INC., 9777 PYRAMID COURT, SUITE 100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ENGLEWOOD, CO 80112

(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 Ownership (Instr. 4) |        |   |             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|-------------|
|                                 |                                      |  | Code                           | V   | Amount (1) (2)  | (A) or (D)   | Price                                      |        |   |             |
| Common Stock                    | 12/07/2015                           |  | P                              |   | 3,150<br>(1) (2)  | A  | \$ 5.7                                     | 47,852 | I | by JDS1 LLC |
| Common Stock                    | 12/08/2015                           |  | P                              |   | 10,000<br>(1) (2)   | A  | \$ 5.65                                    | 57,852 | I | by JDS1 LLC |
| Common Stock                    | 12/08/2015                           |  | P                              |   | 166<br>(2)  | A  | \$ 5.6                                     | 58,018 | I | by JDS1 LLC |

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

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 Security (Instr. 3 and 4) |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount  |
| Put Options (obligation to buy)            | \$ 5   | 12/07/2015                           |  | S                              | 100,000<br>(2)  | 12/07/2015   | 06/17/2016  | Common Stock | 100,000 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SINGER JULIAN D.  
C/O EVOLVING SYSTEMS, INC.  
9777 PYRAMID COURT, SUITE 100  
ENGLEWOOD, CO 80112

## Signatures

/s/ Julian D. Singer  
Date: 12/09/2015

\*\*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) The reporting person is a beneficiary of Singer Children's Management Trust and disclaims beneficial ownership over any securities held by Singer Children's Management Trust except to the extent of his reportable pecuniary interest therein. Singer Children's Management Trust owns 2,645,638 shares of Common Stock of the Issuer. Pursuant to Rule 16a-8(b), the reporting person is not deemed to have a reportable pecuniary interest in shares held by Singer Children's Management Trust.

(2) The Reporting Person is the managing member of JDS1 LLC and controls all investment decisions of the entity.

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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