

SILLERMAN ROBERT F X  
 Form 4  
 April 08, 2013

**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 \*  
 SILLERMAN ROBERT F X

(Last) (First) (Middle)

C/O VIGGLE INC., 902 BROADWAY, 11TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Viggle Inc. [VGGL]

3. Date of Earliest Transaction (Month/Day/Year)  
 04/04/2013

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)  
 Exec Chair and Chief Exec Off

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                    |                                      |  |                                | (A) or (D)  |   |  | See Footnote 1 (1)                |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 5,000,000   | I  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 2,700,000   | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 3,030,455   | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 2,700,000   | I  | See Footnote 2 (2)                |
|                                 |                                      |  |                                | (A) or (D)  | 46,267,000  | I  |                                   |

|                                 |  |           |   |                          |
|---------------------------------|--|-----------|---|--------------------------|
| Common<br>Stock                 |  |           |   | See<br>Footnote 3<br>(3) |
| Common<br>Stock                 |  | 8,312,699 | I | See<br>Footnote 3        |
| Restricted<br>Stock Unit<br>(3) |  | 1,500,000 | D |                          |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>Number<br>Shares |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable<br>Expiration<br>Date                      | Title   |                            |
| Options<br>(right to<br>buy)                        | \$ 1   | 04/04/2013                              |   | A                                    | 2,500,000  | (4) 04/01/2023   | Common<br>Stock   | 2,500,000                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| SILLERMAN ROBERT F X<br>C/O VIGGLE INC.<br>902 BROADWAY, 11TH FLOOR<br>NEW YORK, NY 10010 | X             | X         | Exec Chair and Chief Exec Off |       |

## Signatures

/s/ Robert F.X.  
Sillerman 04/05/2013

\*\*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) Owned through Laura Baudo Sillerman, Mr. Sillerman's spouse
- (2) Owned through Sillerman Investment Company, LLC
- (3) The restricted stock units vest over a period of three years, with 500,000 vesting on each of February 24, 2014, 2015, and 2016
- (4) 500,000 exercisable on each of April 1, 2014, April 1, 2015, April 1, 2016, April 1, 2017 and April 1, 2018

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.