

Ludwig Eric R
Form 4
August 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
Ludwig Eric R

(Last) (First) (Middle)

C/O GLU MOBILE INC., 500
HOWARD STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2017

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)
EVP, COO and CFO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/15/2017		A		11,250 A \$ 0 ⁽¹⁾	68,250	D
Common Stock	08/15/2017		F ⁽²⁾		5,871 D \$ 3.09	62,379	D
Common Stock	08/15/2017		A		5,000 A \$ 0 ⁽³⁾	67,379	D
Common Stock	08/15/2017		F ⁽²⁾		2,610 D \$ 3.09	64,769	D
Common Stock	08/15/2017		A		15,000 A \$ 0 ⁽⁴⁾	79,769	D

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Common Stock	08/15/2017	F ⁽²⁾	7,828	D	\$ 3.09	71,941	D	
Common Stock	08/15/2017	A	20,937	A	\$ 0 ⁽⁵⁾	92,878	D	
Common Stock	08/15/2017	F ⁽²⁾	10,925	D	\$ 3.09	81,953	D	
Common Stock	08/15/2017	S ⁽⁶⁾	49,000	D	\$ 3.1171 ⁽⁷⁾	222,204	I	Trust ⁽⁹⁾
Common Stock	08/16/2017	G ⁽⁸⁾	24,953	D	\$ 0	57,000	D	
Common Stock	08/16/2017	G ⁽⁸⁾	24,953	A	\$ 0	247,157	I	Trust ⁽⁹⁾

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 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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(10)</u>	08/15/2017		M ⁽¹⁾	11,250	<u>(11)</u>	<u>(11)</u>	Common Stock	11,250
Restricted Stock Units	<u>(10)</u>	08/15/2017		M ⁽³⁾	5,000	<u>(12)</u>	<u>(12)</u>	Common Stock	5,000
Restricted Stock Units	<u>(10)</u>	08/15/2017		M ⁽⁴⁾	15,000	<u>(13)</u>	<u>(13)</u>	Common Stock	15,000
Restricted Stock Units	<u>(10)</u>	05/15/2017		M ⁽⁵⁾	20,937	<u>(14)</u>	<u>(14)</u>	Common Stock	20,937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ludwig Eric R C/O GLU MOBILE INC. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105			EVP, COO and CFO	

Signatures

/s/ Eric R.
Ludwig

08/17/2017

**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. Ludwig on October 8, 2013.
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 row were relinquished by Mr. Ludwig and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Ludwig resulting from the vesting of RSUs. Mr. Ludwig did not sell or otherwise dispose of any of the shares reported on this row for any reason other than to cover required taxes.
- (2) this row were relinquished by Mr. Ludwig and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Ludwig resulting from the vesting of RSUs. Mr. Ludwig did not sell or otherwise dispose of any of the shares reported on this row for any reason other than to cover required taxes.
- (3) Vesting of RSUs granted to Mr. Ludwig on February 11, 2014.
- (4) Vesting of RSUs granted to Mr. Ludwig on October 14, 2014.
- (5) Vesting of RSUs granted to Mr. Ludwig on October 13, 2015.
- (6) The sale was effected pursuant to a trading plan designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, that Mr. Ludwig entered into on March 6, 2017.
Represents a weighted average price, as this transaction was executed in multiple trades at prices ranging from \$3.09 to \$3.16. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (7) reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold at each separate price.
- (8) Represents a transfer of shares to the Ludwig McKillop Trust, of which the reporting person and his wife, Mary Elizabeth McKillop, are the co-trustees
- (9) These shares are held by the Ludwig McKillop Trust, of which the reporting person and his wife, Mary Elizabeth McKillop, are the co-trustees.
- (10) Each restricted stock unit represents a contingent right to receive one share of Glu common stock.
The RSU vested as to 25% of the total number of shares of subject to the RSU on November 17, 2014 (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
- (11) First Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was February 15, 2015, the next quarterly vesting date was May 15, 2015, 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.
The RSU vested as to 25% of the total number of shares of subject to the RSU on May 15, 2015 (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
- (12) Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was August 15, 2015, the next quarterly vesting date was November 15, 2015, 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.
- (13)

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The RSU vested as to 25% of the total number of shares of subject to the RSU on February 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 Vesting Date on the same day of each third month (e.g., the first quarterly vesting date was May 15, 2016, the next quarterly vesting date was August 15, 2016, 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.

- The RSU vested as to 25% of the total number of shares of 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
- (14)** First 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.

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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