

Lee Gordon S
 Form 4
 February 19, 2019

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 *
 Lee Gordon S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O GLU MOBILE INC., 875
 HOWARD STREET, SUITE 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President of Accounting

SAN FRANCISCO, CA 94103

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/15/2019 | | M ⁽¹⁾ | | 7,812 | A | \$ 0 |
| Common Stock | 02/15/2019 | | F ⁽²⁾ | | 3,824 | D | \$ 9.53 |
| Common Stock | 02/15/2019 | | M ⁽³⁾ | | 10,610 | A | \$ 0 |
| Common Stock | 02/15/2019 | | F ⁽²⁾ | | 5,822 | D | \$ 9.53 |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|----------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (4) | 02/15/2019 | | M ⁽¹⁾ | | 7,812 | | (5) | (5) | Common Stock | 7,812 |
| Restricted Stock Units | (4) | 02/15/2019 | | A ⁽³⁾ | | 10,610 | | (3) | (3) | Common Stock | 10,610 |
| Restricted Stock Units | (4) | 02/15/2019 | | M ⁽³⁾ | | 10,610 | | (3) | (3) | Common Stock | 10,610 |
| Stock Options | \$ 3.59 | 02/15/2019 | | A ⁽⁶⁾ | | 138,594 | | (6) | 10/10/2027 | Common Stock | 138,594 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Gordon S C/O GLU MOBILE INC. 875 HOWARD STREET, SUITE 100 SAN FRANCISCO, CA 94103 | | | Vice President of Accounting | |

Signatures

/s/ Gordon S. Lee
Date: 02/19/2019

**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. Lee on April 11, 2017.

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 Form 4 were relinquished by Mr. Lee and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax withholding obligations of Mr. Lee resulting from the vesting of RSUs. Mr. Lee did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.

(3) Represents performance stock units granted to the Reporting Person on October 10, 2017, that vested on February 15, 2019 as a result of the Reporting Person having met the applicable performance criteria.

(4) Each RSU represents a contingent right to receive one share of Glu common stock.

The RSU vested as to 25% of the total number of shares subject to the RSU on May 15, 2018 (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

(5) Date on the same day of each third month (e.g., the first quarterly vesting date was August 15, 2018, the next quarterly vesting date was November 15, 2018, 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.

(6) Represents performance stock options granted to the Reporting Person on October 10, 2017, that vested and became exercisable on February 15, 2019 as a result of the Reporting Person having met the applicable performance criteria.

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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