

Ludwig Eric R
 Form 4
 February 19, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Ludwig Eric R

(Last) (First) (Middle)

C/O GLU MOBILE INC., 875
 HOWARD STREET, SUITE 100

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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

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

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)
				(A) or (D)	Price		
Common Stock	02/15/2019		M ⁽¹⁾	20,937	A \$ 0	77,937	D
Common Stock	02/15/2019		F ⁽²⁾	11,720	D \$ 9.53	66,217	D
Common Stock	02/15/2019		G ⁽³⁾	9,217	D \$ 0	57,000	D
Common Stock	02/15/2019		G ⁽³⁾	9,217	A \$ 0	317,038	I Trust ⁽⁴⁾

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(5)	02/15/2019		M ⁽¹⁾		20,937		(6)	(6)	Common Stock	20,937
Stock Options	\$ 3.59	02/15/2019		A ⁽⁷⁾		566,976		(7)	10/10/2027	Common Stock	566,976
Stock Options	\$ 3.59	02/15/2019		A ⁽⁷⁾		210,109		(7)	10/10/2027	Common Stock	210,109

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ludwig Eric R C/O GLU MOBILE INC. 875 HOWARD STREET, SUITE 100 SAN FRANCISCO, CA 94103			EVP, COO and CFO	

Signatures

/s/ Eric R.
Ludwig

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. Ludwig on October 13, 2015.
 - (2) 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 these shares reported were relinquished by Mr. Ludwig and cancelled by Glu Mobile Inc. ("Glu") in exchange for Glu's agreement to pay federal and state tax

Edgar Filing: Ludwig Eric R - Form 4

withholding obligations of Mr. Ludwig resulting from the vesting of RSUs. Mr. Ludwig did not sell or otherwise dispose of any of these shares for any reason other than to cover required taxes.

- (3) 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.
- (4) These shares are held by the Ludwig McKillop Trust, of which the reporting person and his wife, Mary Elizabeth McKillop, are the co-trustees.
- (5) 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 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 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.
- (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.

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.