

AOL Inc.
Form 3
June 23, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â VERIZON
COMMUNICATIONS INC

(Last) (First) (Middle)

1095 AVENUE OF THE
AMERICAS

(Street)

NEW YORK,Â NYÂ 10036

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/23/2015

3. Issuer Name **and** Ticker or Trading Symbol
AOL Inc. [AOL]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.01 per share ⁽¹⁾
(2) 78,714,844

I ⁽³⁾ See Footnote ⁽⁴⁾

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Reporting Owner Name / Address

Director 10% Owner Officer Other

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06/23/2015

Date _____

06/22/2015

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This form is a joint filing by Verizon Communications Inc. ("Verizon") and Hanks Acquisition Sub, Inc., a direct wholly owned subsidiary of Verizon ("Acquisition Corp.").
- (2) Shares of Common Stock, par value \$0.01 per share (the "Shares"), of AOL Inc. ("AOL") acquired pursuant to the tender offer effected pursuant to the Agreement and Plan of Merger, dated May 26, 2015 (the "Merger Agreement"), by and among Verizon, Acquisition Corp. and AOL (such tender offer, the "Offer").
- (3) Shares were held by Acquisition Corp. As Acquisition Corp. is a direct wholly owned subsidiary of Verizon, Verizon may be deemed to have acquired indirect beneficial ownership of the Shares.
- (4) Reflects all of the outstanding shares of AOL not tendered in the Offer, which may be deemed to have been acquired by Verizon and Acquisition Corp. pursuant to the consummation of the transactions contemplated by the Merger Agreement.

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Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

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