

EVOLVING SYSTEMS INC

Form 4

December 11, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SINGER JULIAN D.

(Last) (First) (Middle)

C/O EVOLVING SYSTEMS,
INC., 9777 PYRAMID COURT,
SUITE 100

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EVOLVING SYSTEMS INC
[EVOL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2015

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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	12/09/2015		P		20,000 <u>(1)</u> <u>(2)</u>	A \$ 5.6	78,018	I	by JDS1 LLC
Common Stock	12/09/2015		P		100 ⁽¹⁾ <u>(2)</u>	A \$ 5.55	78,118	I	by JDS1 LLC
Common Stock	12/10/2015		P		20,300 <u>(1)</u> <u>(2)</u>	A \$ 5.5298	98,418	I	by JDS1 LLC
Common Stock	12/10/2015		P		10,000 <u>(1)</u> <u>(2)</u>	A \$ 5.5499	108,418	I	by JDS1 LLC

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SINGER JULIAN D.
C/O EVOLVING SYSTEMS, INC.
9777 PYRAMID COURT, SUITE 100
ENGLEWOOD, CO 80112

Signatures

/s/ Julian D.
Singer 12/11/2015

__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).

The reporting person is a beneficiary of Singer Children's Management Trust and disclaims beneficial ownership over any securities held by Singer Children's Management Trust except to the extent of his reportable pecuniary interest therein. Singer Children's Management Trust owns 2,645,638 shares of Common Stock of the Issuer. Pursuant to Rule 16a-8(b), the reporting person is not deemed to have a reportable pecuniary interest in shares held by Singer Children's Management Trust.

(2) The Reporting Person is the managing member of JDS1 LLC and controls all investment decisions of the entity.

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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