

Ludwig Eric R
Form 4
February 19, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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
__X__ Officer (give title ____ Other (specify
below) below)

EVP, COO and CFO

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 Ownership (Instr. 4)
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.

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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	Amount Number Shares
Restricted Stock Units	<u>(5)</u>	02/15/2019		M ⁽¹⁾		20,937		<u>(6)</u>	<u>(6)</u>	Common Stock	20,937
Stock Options	\$ 3.59	02/15/2019		A ⁽⁷⁾		566,976		<u>(7)</u>	10/10/2027	Common Stock	566,976
Stock Options	\$ 3.59	02/15/2019		A ⁽⁷⁾		210,109		<u>(7)</u>	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

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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

- (6) 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.
- (7) 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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