

STETSON ROBERT J
Form 4
November 20, 2017

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

OMB APPROVAL
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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 *
STETSON ROBERT J

2. Issuer Name and Ticker or Trading Symbol
Good Times Restaurants Inc.
[GTIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6125 LUTHER LN, #380

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2017

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

DALLAS, TX 75225

(City) (State) (Zip)

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

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 or (D) Price | | | |
| Common | 11/16/2017 | | M | 1,867 (1) | A \$ 0 | 103,453 | D |
| Common | | | | | | 440,000 | I By REIT Redux, LLC (2) |
| Common | | | | | | 20,500 | I By Leanlien, LLC (3) |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Non Qualified Stock Option | \$ 7.79 | | | | | (4) 03/13/2025 | Common 7,060 | |
| Non Qualified Stock Option | \$ 5.29 | | | | | (5) 11/23/2025 | Common 3,781 | |
| Restricted Stock Unit | \$ 0 | | | | | (6) 11/23/2018 | Common 882 | |
| Restricted Stock Unit | \$ 0 | | | | | (7) 11/16/2019 | Common 3,733 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STETSON ROBERT J 6125 LUTHER LN #380 DALLAS, TX 75225 | | | | |

Signatures

Robert J. Stetson
11/20/2017

**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) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 5,600 restricted stock units on November 16, 2016 of which 1/3 of the shares of the grant vested on November 16, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.

(2) The reporting person is the president of REIT Redux GP, the general partner of REIT Redux LP. REIT Redux LP received an aggregate of 440,000 shares of Common Stock of the Issuer in the pro rata distribution for no consideration referenced in footnote [1]. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the shares held by REIT Redux LP, except to the extent of his pecuniary interest therein.

(3) Leanlien, LLC, a trust in which the reporting person beneficially owns 61% and his children beneficially own 39%

(4) These Non-Qualified Stock Options vest in three equal annual installments with the first installment vesting March 13, 2016.

(5) These Non-Qualified Stock Options vest in three equal annual installments with the first installment vesting November 23, 2016

(6) The reporting person was granted 1,324 restricted stock units on November 23, 2015 of which 1/3 of the shares of the grant vested on November 23, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.

(7) The reporting person was granted 5,600 restricted stock units on November 16, 2016 of which 1/3 of the total granted amount vested on November 16, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.

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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