

MADISON THOMAS F  
Form 4  
May 11, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
MADISON THOMAS F

(Last) (First) (Middle)

200 SOUTH 5TH STREET, SUITE 2100

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Qumu Corp [QUMU]

3. Date of Earliest Transaction (Month/Day/Year)  
05/09/2018

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)  
 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 (D) Price |   |  |                                   |
| Common Stock                    | 05/09/2018                           |  | M                              |   | 25,000 A \$ 0      | 25,000  | D  |                                   |
| Common Stock                    | 05/09/2018                           |  | G                              |   | 25,000 D \$ 0      | 0   | D  |                                   |
| Common Stock                    | 05/09/2018                           |  | G                              |   | 25,000 A \$ 0      | 123,060   | I  | By Trust (1)                      |
| Common Stock                    |                                      |  |                                |   |                    | 14,625  | I  | By Trust (2)                      |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | (3)  | 05/09/2018                           |  | M                              | 25,000  | (4) (5)  | Common Stock 25,000   |
| Restricted Stock Units                     | (3)  | 05/10/2018                           |  | A                              | 25,000  | (6) (5)  | Common Stock 25,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MADISON THOMAS F<br>200 SOUTH 5TH STREET<br>SUITE 2100<br>MINNEAPOLIS, MN 55402 |               | X         |         |       |

## Signatures

/s/ Eric Nyberg, Attorney-in-Fact for Thomas F. Madison 05/11/2018

\*\*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) Shares held by the Thomas F. Madison Revocable Trust.
- (2) Represents the aggregate number of Qumu shares held in nine trust accounts established for the benefit of Mr. Madison's nine grandchildren and of which Mr. Madison is sole trustee.
- (3) Each restricted stock unit represents the contingent right to receive one share of Qumu common stock.
- (4) The restricted stock units vested the first business day prior to the 2018 Annual Meeting of Shareholders provided the director continued to provide services to Qumu on that date, subject to certain exceptions.

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- (5) The reporting person has elected not to defer the delivery of any shares in this grant. All shares not deferred will be paid within 90 days following the date of the restricted stock unit's first vest.
- (6) The restricted stock units vest on the first business day prior to the 2019 Annual Meeting of Shareholders, provided the director continues to provide services to Qumu on that date, subject to certain exceptions.

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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