

GLU MOBILE INC  
Form S-8  
March 17, 2014

As filed with the Securities and Exchange Commission on March 14, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Glu Mobile Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**500 Howard Street, Suite 300**

**91-2143667**  
**(I.R.S. Employer**

**Identification No.)**

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**San Francisco, California 94105**

**(Address of Principal Executive Offices)**

**2007 Employee Stock Purchase Plan**

**(Full Titles of the Plans)**

**Niccolo M. de Masi**

**President and Chief Executive Officer**

**Glu Mobile Inc.**

**500 Howard Street, Suite 300**

**San Francisco, California 94105**

**(415) 800-6100**

**(Name and Address of Agent For Service)**

*Copies to:*

**Scott J. Leichtner, Esq.**

**Vice President and General Counsel**

**Glu Mobile Inc.**

**500 Howard Street, Suite 300**

**San Francisco, California 94105**

**David A. Bell, Esq.**

**Fenwick & West LLP**

**Silicon Valley Center**

**801 California Street**

**Mountain View, CA 94041**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  x  
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.0001 par value	784,454(2)	\$4.4221(3)	\$3,468,954	\$446.80

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2007 Employee Stock Purchase Plan reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) Represents an automatic increase in the number of shares available for issuance under the 2007 Employee Stock Purchase Plan equal to 1% of 78,445,424 shares, the total outstanding shares of the Registrant as of December 31, 2013. This increase was effective as of January 1, 2014.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, and based upon 85% of the average of the high and low sales prices of the Registrant's common stock as reported by the NASDAQ Global Market on March 7, 2014. Pursuant to the 2007 Employee Stock Purchase Plan, the purchase price of a share is 85% of the fair market value of the Registrant's common stock.

**REGISTRATION OF ADDITIONAL SHARES****PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Glu Mobile Inc. (the *Registrant* ) is filing this registration statement with the Securities and Exchange Commission (the *Commission* ) to register an additional 784,454 shares reserved for issuance under its 2007 Employee Stock Purchase Plan. The contents of the following registration statements on Form S-8 filed by the Registrant with the Commission are incorporated by reference in this registration statement on Form S-8:

<b>Registration No.</b>	<b>Plan(s) Covered</b>	<b>Date Filed</b>
333-187311	2008 Equity Inducement Plan	03/15/2013
	2007 Employee Stock Purchase Plan	
333-180110	2007 Employee Stock Purchase Plan	03/14/2012
333-172983	2007 Equity Incentive Plan	03/21/2011
	2007 Employee Stock Purchase Plan	
333-165813	2008 Equity Inducement Plan	03/31/2010
	2007 Equity Incentive Plan	
	2007 Employee Stock Purchase Plan	
333-157959	2007 Equity Incentive Plan	03/18/2009
(Post-Effective Amendment No. 1)	2007 Employee Stock Purchase Plan	
333-157959	2007 Equity Incentive Plan	03/13/2009
	2007 Employee Stock Purchase Plan	
333-149996	2008 Equity Inducement Plan	03/31/2008
	2007 Equity Incentive Plan	
	2007 Employee Stock Purchase Plan	
333-141487	2007 Equity Incentive Plan	03/22/2007
	2007 Employee Stock Purchase Plan	

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The exhibits listed on the Exhibit Index (following the Signatures section of this Registration Statement) are incorporated by reference in this Registration Statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California, on March 14, 2014.

**GLU MOBILE INC.**

By: /s/ Niccolo M. de Masi  
 Niccolo M. de Masi  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Niccolo M. de Masi, Eric R. Ludwig and Scott J. Leichtner, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof. This Power of Attorney may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, and such counterparts shall together constitute one and the same instrument.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
<b>Principal Executive Officer:</b>		
/s/ Niccolo M. de Masi Niccolo M. de Masi	President, Chief Executive Officer and Director	March 14, 2014
<b>Principal Financial Officer:</b>		
/s/ Eric R. Ludwig Eric R. Ludwig	Executive Vice President and Chief Financial Officer	March 14, 2014
<b>Principal Accounting Officer:</b>		
/s/ Gregory J. Cannon Gregory J. Cannon	Vice President, Finance and Corporate Controller	March 14, 2014

**Additional Directors:**

/s/ William J. Miller William J. Miller	Chairman of the Board	March 14, 2014
Lorne Abony	Director	
/s/ Eric R. Ball Eric R. Ball	Director	March 14, 2014
/s/ Ann Mather Ann Mather	Director	March 14, 2014
/s/ Hany M. Nada Hany M. Nada	Director	March 14, 2014
/s/ Benjamin T. Smith, IV Benjamin T. Smith, IV	Director	March 14, 2014

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>				<b>Filed Herewith</b>
		<b>Form</b>	<b>File No.</b>	<b>Exhibit</b>	<b>Filing Date</b>	
4.01	Restated Certificate of Incorporation of the Registrant.	S-1/A	333-139493	3.02	02/14/2007	
4.02	Amended and Restated Bylaws of the Registrant, adopted on March 7, 2014.	8-K	001-33368	99.01	03/13/2014	
4.03	2007 Employee Stock Purchase Plan, as amended and restated on August 1, 2011.	10-K	001-33368	10.04	03/14/2012	
4.04	Form of Specimen Certificate for Common Stock.	S-1/A	333-139493	4.01	02/14/2007	
5.01	Opinion of Scott J. Leichtner, General Counsel to Registrant.					X
23.01	Consent of Scott J. Leichtner (included in Exhibit 5.01).					X
23.02	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.					X
24.01	Power of Attorney (see Signature Page of this Registration Statement).					X