

GLU MOBILE INC  
Form 4/A  
July 30, 2014

**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 \*  
de Masi Niccolo

(Last) (First) (Middle)

C/O GLU MOBILE INC., 500  
HOWARD STREET, SUITE 300

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/25/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and CEO

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(1)	04/24/2014	A	175,000					(2)	04/24/2020	Common Stock	175,000
Restricted Stock Units	(1)	04/24/2014	A	225,000					(3)	04/24/2020	Common Stock	225,000
Restricted Stock Units	(1)	04/24/2014	A	350,000					(4)	04/24/2020	Common Stock	350,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
de Masi Niccolo C/O GLU MOBILE INC. 500 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	X		President and CEO	

## Signatures

/s/ Niccolo M. de Masi 07/30/2014

\*\*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) Each restricted stock unit or performance restricted stock unit represents a contingent right to receive one share of Glu Mobile Inc. common stock.  
The restricted stock unit will vest as to 25% of the total number of shares of subject to the RSU on May 15, 2015 (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 Vesting Date on the same day of each third month (e.g., the first quarterly vesting date will be August 15, 2015, the next quarterly vesting date will be November 15, 2015, 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.
- (3) This restricted stock unit previously had a stock price-based vesting component which would be satisfied if Glu's average per share stock price was \$7.00 or higher for 30 consecutive trading days. On July 24, 2014, the Compensation Committee of Glu's Board of Directors removed this stock price-based vesting component. As a result, this RSU now has the same time-based vesting schedule as set forth in footnote 2 above.
- (4) This restricted stock unit previously had a stock price-based vesting component which would be satisfied if Glu's average per share stock price was \$10.00 or higher for 30 consecutive trading days. On July 24, 2014, the Compensation Committee of Glu's Board of Directors removed this stock price-based vesting component. As a result, this RSU now has the same time-based vesting schedule as set forth in

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footnote 2 above.

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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