

GLU MOBILE INC  
Form 4  
February 25, 2016

**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 \*  
Tencent Holdings Ltd

(Last) (First) (Middle)

LEVEL 29, THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST

(Street)

WANCHAI, K3 -

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.0001 per share	02/12/2016		P		793 A \$ 3.0476 (1) (11)	3,201,743 I	See footnote (9)
Common Stock, par value \$0.0001 per share	02/16/2016		P		428,000 A \$ 3.2916 (2) (11)	3,629,743 I	See footnote (9)
Common Stock, par	02/17/2016		P		323,600 A \$ 3.4434	3,953,343 I	See footnote

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value					(3)	(11)		(9)
\$0.0001								
per share								
Common								
Stock, par								
value	02/19/2016	P	38,914	A	\$ 3.6898	3,992,257	I	See
\$0.0001					(4)	(11)		footnote
per share								(9)
Common								
Stock, par								
value	02/22/2016	P	75,008	A	\$ 3.6913	4,067,265	I	See
\$0.0001					(5)	(11)		footnote
per share								(9)
Common								
Stock, par								
value	02/23/2016	P	1,050,000	A	\$ 3.7603	5,117,265	I	See
\$0.0001					(6)	(11)		footnote
per share								(9)
Common								
Stock, par								
value	02/24/2016	P	1,621,964	A	\$ 3.665	6,739,229	I	See
\$0.0001					(7)	(11)		footnote
per share								(9)
Common								
Stock, par								
value	02/25/2016	P	455,461	A	\$ 3.8088	7,194,690	I	See
\$0.0001					(8)	(11)		footnote
per share								(9)
Common								
Stock, par								
value						21,000,000	I	See
\$0.0001								footnote
per share								(10)

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security	Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tencent Holdings Ltd LEVEL 29, THREE PACIFIC PLACE 1 QUEEN'S ROAD EAST WANCHAI, K3 -	X	X		
Red River Investment Ltd C/O TENCENT HOLDINGS LIMITED, LEVEL 29 THREE PACIFIC PLACE, 1 QUEEN'S ROAD EAST WANCHAI, K3 -	X	X		

## Signatures

Tencent Holdings Limited By: /s/ Li Zhao Hui  
02/25/2016  
Date

Red River Investment Limited By: /s/ Li Zhao Hui  
02/25/2016  
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) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.04-\$3.05, inclusive.
- (2) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.18-\$3.39, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.40-\$3.56, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.67-\$3.70, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.65-\$3.70, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.71-\$3.80, inclusive.

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- (7) The price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.56-\$3.7050, inclusive.
- (8) The Price reported in Column 4 is a weighted average price. These shares were acquired in multiple transactions at prices ranging from \$3.71-\$3.85, inclusive.
- (9) Held directly by THL E Limited ("THL"). THL is a wholly-owned subsidiary of Tencent Holdings Limited ("Tencent").
- (10) Held directly by Red River Investment Limited ("Red River"). Red River is a wholly-owned subsidiary of Tencent.
- (11) The reporting person undertakes to provide to GLU Mobile Inc., any security holder of GLU Mobile Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1-7 herein..

### Remarks:

Xiaoyi Ma, a Senior Vice President of Tencent, serves as the representative of the Reporting Persons on the Issuer's board of d

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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