

Viggle Inc.
Form 4
March 19, 2015

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 *
Sillerman Investment Co III, LLC

(Last) (First) (Middle)

902 BROADWAY, 11TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viggle Inc. [VGGL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2015

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 8,230,623 | D | |

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)

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| 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 Security (Instr. 3 and 4) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Warrants (right to buy) ⁽⁶⁾ | \$ 1.78 | 03/16/2015 | | A | | 350,000 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 350,000 |
| Series C Convertible Preferred Stock ⁽⁶⁾ | \$ 4 | 03/16/2015 | | A | | 7,000 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,750,000 |
| Warrants (right to buy) | \$ 3.51 | | | | | | | 10/24/2014 | 10/24/2019 | Common Stock | 225,000 |
| Warrants (right to buy) | \$ 2.98 | | | | | | | 11/25/2014 | 11/25/2019 | Common Stock | 150,000 |
| Warrants (right to buy) | \$ 3.63 | | | | | | | 12/15/2014 | 12/15/2019 | Common Stock | 775,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sillerman Investment Co III, LLC 902 BROADWAY 11TH FLOOR NEW YORK, NY 10010 | X | X | | |

Signatures

/s/ Robert F.X.
Sillerman

03/19/2015

**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).

Warrants to purchase 350,000 shares of common stock, par value \$0.001 per share of the Issuer at an exercise price of \$1.78 per share
(1) issued to SIC III in connection with SIC III's purchase of 7,000 shares of Series C Convertible Preferred Stock. The warrants will expire five years after issuance.

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- SIC III purchased 7,000 shares of the Issuer's Series C Convertible Preferred Stock at a price of \$1,000 per share. Each share has a stated value of \$1,000, and is convertible into common stock at a conversion price of \$4 per share. Therefore, the 7,000 shares of Series C Convertible Preferred Stock are convertible into 1,750,000 shares of the Issuer's common stock. Such shares are convertible upon issuance and for a period of five years thereafter.
- (2)
 - (3) Warrants previously acquired by SIC III, exercisable at \$3.51 per share.
 - (4) Warrants previously acquired by SIC III, exercisable at \$2.98 per share.
 - (5) Warrants previously acquired by SIC III, exercisable at \$3.63 per share.
 - (6) Acquired in a transaction exempt from the provisions of Section 16(b) pursuant to Rule 16b-3 thereunder.

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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