

ENGAGED CAPITAL II LP
 Form 4/A
 May 15, 2015

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 *
 Welling Glenn W.

(Last) (First) (Middle)

ENGAGED CAPITAL, LLC, 610
 NEWPORT CENTER DR. SUITE
 250

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 JAMBA, INC. [JMBA]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/12/2015

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/14/2015

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 or Price | | |

Common Stock, par value \$0.001 per share ⁽¹⁾

05/12/2015

A 4,000 ⁽²⁾ A \$ 0 5,304 ⁽³⁾ D

Common Stock, par value \$0.001 per share ⁽¹⁾

1,020,198 I

By:
 Engaged Capital Master Feeder II, LP ⁽⁴⁾

Common
Stock, par
value
\$0.001 per
share ⁽¹⁾

610,465 I

By:
Engaged
Capital
Master
Feeder I,
LP ⁽⁵⁾

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.

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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Welling Glenn W. ENGAGED CAPITAL, LLC 610 NEWPORT CENTER DR. SUITE 250 NEWPORT BEACH, CA 92660 | X | X | | |
| Engaged Capital LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660 | | X | | |
| Engaged Capital Holdings, LLC 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660 | | X | | |

| | |
|--|-------------------|
| Engaged Capital Master Feeder I, LP CRICKET SQUARE, HUTCHINS DRIVE P.O. BOX 2681 GRAND CAYMAN, E9 KY1-1111 | See Footnote 1 |
| ENGAGED CAPITAL I LP 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 90272 | See Footnote 1 |
| Engaged Capital I Offshore Ltd 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660 | See Footnote 1 |
| Engaged Capital Master Feeder II, LP CRICKET SQUARE, HUTCHINS DRIVE P.O. BOX 2681 GRAND CAYMAN, E9 KY1-1111 | See Footnote 1 |
| ENGAGED CAPITAL II LP 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 90272 | See Footnote 1 |
| Engaged Capital II Offshore, Ltd. 610 NEWPORT CENTER DRIVE SUITE 250 NEWPORT BEACH, CA 92660 | See Footnote 1 |

Signatures

| | |
|--|------------|
| /s/ Glenn W. Welling | 05/15/2015 |
| **Signature of Reporting Person | Date |
| Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 05/15/2015 |
| **Signature of Reporting Person | Date |
| Engaged Capital Holdings, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 05/15/2015 |
| **Signature of Reporting Person | Date |
| Engaged Capital Master Feeder I, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 05/15/2015 |
| **Signature of Reporting Person | Date |
| Engaged Capital I, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 05/15/2015 |
| **Signature of Reporting Person | Date |
| Engaged Capital I Offshore, Ltd.; By: /s/ Glenn W. Welling, Director | 05/15/2015 |
| **Signature of Reporting Person | Date |
| Engaged Capital Master Feeder II, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory | 05/15/2015 |
| **Signature of Reporting Person | Date |

Engaged Capital II, LP; By: Engaged Capital, LLC; By: /s/ Glenn W. Welling, Authorized Signatory

05/15/2015

__Signature of Reporting Person

Date

Engaged Capital II Offshore Ltd.; By: /s/ Glenn W. Welling, Director

05/15/2015

__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).

(1) This Form 4 is filed jointly by Engaged Capital Master Feeder I, LP ("Engaged Capital Master I"), Engaged Capital Master Feeder II, LP ("Engaged Capital Master II"), Engaged Capital I, LP ("Engaged Capital I"), Engaged Capital I Offshore, Ltd. ("Engaged Capital Offshore"), Engaged Capital II, LP ("Engaged Capital II"), Engaged Capital II Offshore Ltd. ("Engaged Capital Offshore II"), Engaged Capital, LLC ("Engaged Capital"), Engaged Capital Holdings, LLC ("Engaged Holdings") and Glenn W. Welling (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Mr. Welling is also a director of the Issuer. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(2) The securities reported in this column consist of restricted stock units which give Mr. Welling a contingent right to receive at a future date one share of Common Stock for each restricted stock unit held. Of the 4,000 restricted stock units, 1,000 will vest on 8/12/15, 11/12/15, 2/12/16, and 5/12/16 or the date of the Issuer's 2016 annual meeting of stockholders if the meeting is held before such date.

(3) The number of securities reported in this column includes 4,000 restricted stock units held by Mr. Welling as of the date of this filing.

(4) Shares owned directly by Engaged Capital Master II. As feeder funds of Engaged Capital Master II, each of Engaged Capital II and Engaged Capital Offshore II may be deemed to beneficially own the shares owned directly by Engaged Capital Master II. As the general partner and investment advisor of Engaged Capital Master II, Engaged Capital may be deemed to beneficially own the shares owned directly by Engaged Capital Master II. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master II. Mr. Welling, as the founder and Chief Investment Officer ("CIO") of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the shares owned directly by Engaged Capital Master II.

(5) Shares owned directly by Engaged Capital Master I. As feeder funds of Engaged Capital Master I, each of Engaged Capital I and Engaged Capital Offshore may be deemed to beneficially own the shares owned directly by Engaged Capital Master I. As the general partner and investment advisor of Engaged Capital Master I, Engaged Capital may be deemed to beneficially own the shares owned directly by Engaged Capital Master I. Engaged Holdings, as the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I. Mr. Welling, as the founder and CIO of Engaged Capital and sole member of Engaged Holdings, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I.

Remarks:

This amendment has been filed to disclose that the Reporting Persons are now 10% shareholders following the decrease in the

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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