

KNUTSON SUSAN M
Form 4
November 20, 2018

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 *
KNUTSON SUSAN M

2. Issuer Name and Ticker or Trading Symbol
Good Times Restaurants Inc.
[GTIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
141 UNION BLVD., #400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2018

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

LAKESWOOD, CO 80228

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price | | | |
| Common | 11/16/2018 | | M | | (A) or (D) Price | 2,064 (1) | A | \$ 0 16,911 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 0 | 11/16/2018 | | M | 2,064 ⁽¹⁾ | 11/16/2019 11/16/2019 | Common Stock | 2,064 |
| Incentive Stock Option to Purchase Common Stock | \$ 4.66 ⁽²⁾ | 11/16/2018 | | A | 5,579 ⁽³⁾ | 11/16/2019 11/16/2028 | Common Stock | 5,579 |
| Restricted Stock Units | \$ 0 | 11/16/2018 | | A | 5,804 ⁽⁴⁾ | 11/16/2019 11/16/2021 | Common Stock | 5,804 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| KNUTSON SUSAN M 141 UNION BLVD., #400 LAKEWOOD, CO 80228 | | | Controller | |

Signatures

Susan M. Knutson 11/20/2018

**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) Represents the conversion upon vesting of Restricted Stock Units into Common Stock. The reporting person was granted 6,191 restricted stock units on November 16, 2016 vesting at 1/3 of the total amount granted over three years. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.
 - (2) The strike price of the Incentive Stock Options (Right to Buy) is set at the greater of the closing price on the date of grant or the average closing price of the preceding 90 calendar days.
 - (3) The reporting person was granted 5,579 Incentive Stock Options (Right to Buy) on November 16, 2018 vesting at 1/5 of the total amount granted over five years.

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- (4) The reporting person was granted 5,804 Restricted Stock Units on November 16, 2018 vesting at 1/3 of the total amount granted over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.