SILLERMAN ROBERT F X

Form 4 April 08, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SILLERMAN ROBERT F X | | | 2. Issuer Name and Ticker or Trading Symbol Viggle Inc. [VGGL] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------|--|---|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | X DirectorX 10% Owner | | | |
| C/O VIGGLE INC., 902 | | | 04/04/2013 | _X_ Officer (give title Other (specify | | | |
| BROADWAY, 11TH FLOOR | | | | below) below) Exec Chair and Chief Exec Off | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| NEW YORK, | NY 10010 | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) (Z | Table Table | 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. Transactic Code (Instr. 8) | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | 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) | | | | |
| Common Stock | | | Couc | Amount (D) Thee | 5,000,000 | Ι | See Footnote 1 | | | | |
| Common Stock | | | | | 2,700,000 | D | | | | | |
| Common Stock | | | | | 3,030,455 | D | | | | | |
| Common Stock | | | | | 2,700,000 | I | See Footnote 2 | | | | |
| | | | | | 46,267,000 | I | | | | | |

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 Common Stock
 See Footnote 3 (3)

 Common Stock
 8,312,699 I
 See Footnote 3 Footnote 3

 Restricted Stock Unit (3)
 1,500,000 D
 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)

| 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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | vative Expiration Date rities (Month/Day/Year) rited (A) or osed of (D) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---|-----|---|--------------------|---|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Options (right to buy) | \$ 1 | 04/04/2013 | | A | 2,500,000 | | <u>(4)</u> | 04/01/2023 | Common Stock | 2,500,0 |

Relationships

Reporting Owners

| Reporting Owner Name / Address | | | | | |
|---|----------|-----------|-------------------------------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| SILLERMAN ROBERT F X C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010 | X | X | Exec Chair and Chief Exec Off | | |

Signatures

/s/ Robert F.X.
Sillerman

**Signature of Reporting
Person

Date

Reporting Owners 2

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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) Owned through Laura Baudo Sillerman, Mr. Sillerman?s spouse
- (2) Owned through Sillerman Investment Company, LLC
- (3) The restricted stock units vest over a period of three years, with 500,000 vesting on each of February 24, 2014, 2015, and 2016
- (4) 500,000 exercisable on each of April 1, 2014, April 1, 2015, April 1, 2016, April 1, 2017 and April 1, 2018

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.