

Noonan Michael David
 Form 4
 December 14, 2017

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 *
 Noonan Michael David

(Last) (First) (Middle)

C/O FINJAN HOLDINGS, INC., 2000 UNIVERSITY AVE, SUITE 600

(Street)

E. PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FINJAN HOLDINGS, INC. [FNJN]

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

12/12/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

___X___ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to buy)	\$ 2.25	12/12/2017	A		50,000		12/12/2018 ⁽¹⁾	12/12/2027	Common Stock	50,000
Common Stock Option (right to buy)	\$ 2.25	12/12/2017	A		70,000		12/12/2019 ⁽²⁾	12/12/2027	Common Stock	70,000
Common Stock Option (right to buy)	\$ 2.25	12/12/2017	A		70,000		12/12/2020 ⁽³⁾	12/12/2027	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Noonan Michael David C/O FINJAN HOLDINGS, INC. 2000 UNIVERSITY AVE, SUITE 600 E. PALO ALTO, CA 94303			Chief Financial Officer	

Signatures

/s/ Michael Noonan
12/14/2017

**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) The option will vest and become exercisable as to 3,333 shares of common stock of Finjan Holdings, Inc. on the first anniversary of the grant date and vest as to 12.5% of the remaining balance of the shares of common stock in equal installments every three calendar months thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on December 12, 2020.
- (2)

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The option will vest and become exercisable as to 33.3333% of the original grant on the second anniversary of the grant date and vest as to 8.3333% of the original grant in equal installments every three calendar months thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on December 12, 2021.

- The option will vest and become exercisable as to 33.3333% of the original grant on the third anniversary of the grant date and vest as to
- (3) 8.3333% of the original grant in equal installments every three calendar months thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on December 12, 2022.

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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