

MoSys, Inc.
Form 4
August 26, 2016

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN JAMES

(Last) (First) (Middle)

3301 OLCOTT STREET

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MoSys, Inc. [MOSY]

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

08/23/2016

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 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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

Edgar Filing: MoSys, Inc. - Form 4

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Am Nu Sha |
|--|------------------------------------|------------------|------------|---|-----------------|---------|---------------------|--------------------|-----------------|-----------------|
| | | | Code | V | (A) | (D) | | | | |
| Option to purchase common stock | \$ 3.73 | 08/23/2016 | D | | | 190,000 | <u>(1)</u> | 01/18/2018 | Common Stock | 19 |
| Option to purchase common stock | \$ 3.54 | 08/23/2016 | D | | | 50,000 | <u>(3)</u> | 11/01/2017 | Common Stock | 50 |
| Option to purchase common stock | \$ 4.46 | 08/23/2016 | D | | | 36,250 | <u>(4)</u> | 06/06/2023 | Common stock | 36 |
| Option to purchase common stock | \$ 0.72 | 08/23/2016 | D | | 157,856 | | <u>(5)</u> | 08/23/2026 | Common Stock | 15 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN JAMES 3301 OLCOTT STREET SANTA CLARA, CA 95054 | | | Chief Financial Officer | |

Signatures

/s/ C. Leitner by power of attorney 08/25/2016

__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 canceled option provided for vesting as follows: 25% of the shares subject to the option on January 17, 2009 and as to 2.0833% of the shares subject to the option on the 17th day of each calendar month thereafter
On August 23, 2016, the Issuer canceled, pursuant to an option exchange program, options granted to the Reporting Person on 1/18/08, 11/1/11, and 6/6/13. In exchange for these options to cumulatively purchase 276,250 shares, the Reporting Person received a new option to purchase 157,856 shares at a lower exercise price.
- (3) The canceled option provided for vesting as follows: ratably over 48 months
- (4) The canceled option provided for vesting as follows: 6,250, 10,000, 10,000, 7,500, 2,500 shares in fiscal years 2013, 2014, 2015, 2016 and 2017, respectively

Edgar Filing: MoSys, Inc. - Form 4

(5) Option granted to replace cancelled options, pursuant to an option exchange program; vests ratably over 36 months.

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.