

Viggle Inc.
Form 4
November 28, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Sillerman Investment Company, LLC

(Last) (First) (Middle)

C/O VIGGLE INC., 902 BROADWAY, 11TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Viggle Inc. [VGGL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2014

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Warrants (right to buy) ⁽¹⁾ | \$ 2.98 | 11/25/2014 | A | 150,000 | | | | | (2) | (2) | Common Stock | 150,000 |
| Series C Convertible Preferred Stock ⁽¹⁾ | \$ 4 | 11/25/2014 | A | 3,000 | | | | | (3) | (3) | Common Stock | 750,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sillerman Investment Company, LLC C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010 | X | X | | |

Signatures

/s/ Robert F.X.
Sillerman
11/25/2014

 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).

The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
(1) The Reporting Person is a director by deputization of the Issuer (as defined below) for purposes of Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Accordingly, the acquisition reported herein was exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-3 promulgated thereunder.

(2) Warrants to purchase 150,000 shares of common stock, par value \$0.001 per share of the Issuer at an exercise price of \$2.98 per share (as adjusted in the event of stock splits and combination, reclassification, or merger or consolidation) issued to Sillerman Investment Company III LLC (?SIC III?) in connection with SIC III?s purchase of 3,000 shares of Series C Convertible Preferred Stock. The warrants will be exercisable only after stockholder approval has been given, and shall expire after ten (10) years.

(3) In a transaction exempt from Section 16(b) of the Exchange Act pursuant to Rule 16b-3 promulgated thereunder, the Reporting Person purchased 3,000 shares of the Issuer?s Series C Convertible Preferred Stock at a price of \$1,000 per share. Each share has a stated value of \$1,000, and is convertible into common stock at a conversion price of \$4 per share. Therefore, the 3,000 shares of Series C Convertible Preferred Stock are convertible into 750,000 shares of the Issuer?s common stock. Such shares are convertible upon issuance and for a period of five years thereafter.

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.