

TUCOWS INC /PA/
Form 4
December 10, 2015

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 *
NOSS ELLIOT

(Last) (First) (Middle)
96 MOWAT AVENUE
(Street)

TORONTO, A6 M6K 3M1

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TUCOWS INC /PA/ [TCX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2015

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)
Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/08/2015 | | M | | 32,000 A \$ 2.8 | 561,835 | D |
| Common Stock | 12/08/2015 | | F | | 10,791 D \$ 23.52 | 551,044 | D |
| Common Stock | 12/08/2015 | | M | | 8,750 A \$ 2.92 | 559,794 | D |
| Common Stock | 12/08/2015 | | F | | 2,984 D \$ 23.52 | 556,810 | D |
| Common Stock | 12/08/2015 | | M | | 5,625 A \$ 5.52 | 562,435 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 12/08/2015 | F | 2,386 | D | \$ 23.52 | 560,049 | D |
| Common Stock | 12/08/2015 | M | 6,250 | A | \$ 5.76 | 566,299 | D |
| Common Stock | 12/08/2015 | F | 2,700 | D | \$ 23.52 | 563,599 | D |
| Common Stock | 12/08/2015 | M | 6,250 | A | \$ 10.16 | 569,849 | D |
| Common Stock | 12/08/2015 | F | 3,579 | D | \$ 23.52 | 566,270 | D |

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.

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(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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy common stock) | \$ 2.8 | 12/08/2015 | | M | 32,000 | <u>(1)</u> 05/16/2017 | Common Stock | 32,000 |
| Stock Option (right to buy common stock) | \$ 2.92 | 12/08/2015 | | M | 8,750 | <u>(2)</u> 08/14/2018 | Common Stock | 8,750 |
| Stock Option (right to buy common stock) | \$ 5.52 | 12/08/2015 | | M | 5,625 | <u>(3)</u> 05/17/2019 | Common Stock | 5,625 |

common
stock)

| | | | | | | | | | |
|---|---------|------------|--|---|-------|------------|------------|-----------------|-------|
| Stock Option (right to buy common stock) | \$ 5.76 | 12/08/2015 | | M | 6,250 | <u>(4)</u> | 12/31/2019 | Common Stock | 6,250 |
|---|---------|------------|--|---|-------|------------|------------|-----------------|-------|

| | | | | | | | | | |
|---|----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Stock Option (right to buy common stock) | \$ 10.16 | 12/08/2015 | | M | 6,250 | <u>(5)</u> | 11/10/2020 | Common Stock | 6,250 |
|---|----------|------------|--|---|-------|------------|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NOSS ELLIOT 96 MOWAT AVENUE TORONTO, A6 M6K 3M1 | X | | Chief Executive Officer | |

Signatures

/s/ Elliot Noss 12/10/2015
 **Signature of Date
 Reporting Person

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) Stock options granted under the 2006 Equity Compensation Plan. The options (32,000 in the original grant) vested in four annual installments of 25% each beginning on the first anniversary of the grant date (May 17, 2010).
- (2) Stock options granted under the 2006 Equity Compensation Plan. The options (8,750 in the original grant) vested in four annual installments of 25% each beginning on the first anniversary of the grant date (August 15, 2011).
- (3) Stock options granted under the 2006 Equity Compensation Plan. The options (7,500 in the original grant) vest in four annual installments of 25% each beginning on the first anniversary of the grant date (May 18, 2012).
- (4) Stock options granted under the 2006 Equity Compensation Plan. The options (12,500 in the original grant) vest in four annual installments of 25% each beginning on the first anniversary of the grant date (January 1, 2013).
- (5) Stock options granted under the 2006 Equity Compensation Plan. The options (12,500 in the original grant) vest in four annual installments of 25% each beginning on the first anniversary of the grant date (November 11, 2013).

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.