

Viggle Inc.
Form 4
October 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 ROBERT F X

(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)
10/24/2014

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)
Chairman and CEO

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 Ownership (Instr. 4)
Common Stock	10/24/2014		G	V	8,230,622 A \$ 0 8,230,622	I	See footnote (1)

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)

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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	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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants (right to buy) ⁽²⁾ ₍₃₎	\$ 3.51	10/24/2014		A	225,000	<u>(2)</u>	<u>(2)</u>	Common Stock	225,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILLERMAN ROBERT F X C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010	X	X	Chairman and CEO	

Signatures

/s/ Robert F.X. 10/28/2014
Sillerman

**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).

Mr. Sillerman is the manager and sole member of Sillerman Investment Company III LLC. Mr. Sillerman transferred 8,230,622 shares (1) held personally to Sillerman Investment Company III LLC on September 30, 2014 and remains the sole beneficial owner of such shares. This transfer is exempt from the provisions of Section 16 of the Exchange Act pursuant to Rule 16a-13 and is being voluntarily reported.

(2) Warrants to purchase 225,000 shares of common stock, par value \$0.001 per share of the Issuer at an exercise price of \$3.51 per share (as adjusted in the event of stock splits and combination, reclassification, or merger or consolidation) issued to Sillerman Investment Company II, LLC in connection with a commitment to by Sillerman Investment Company III, LLC to provide funding to the Issuer in the amount of up to \$20,000,000. The warrants will be exercisable only after stockholder approval has been given, and shall expire after ten (10) years. This represents the warrants issued in connection with the advance of \$4,500,000 of such loan. Additional warrants will be issued if, as, and when additional advances have been made.

(3) The warrants were issued in a transaction exempt from the provisions of Section 16(b) of the Exchange Act pursuant to Rule 16b-3 thereunder.

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.