

JAMBA, INC.
Form 4
March 19, 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 *
Welling Glenn W.

(Last) (First) (Middle)

ENGAGED CAPITAL, LLC, 610
NEWPORT CENTER DR. SUITE
250

(Street)

NEWPORT BEACH, CA US 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JAMBA, INC. [JMBA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|

Common Stock, par value \$0.001 per share

03/17/2015

A 1,304 (1) A \$ 0

1,304 (2) D

Common Stock, par value \$0.001 per share

03/17/2015

P 58,503 A \$ 13.945 879,927

I

By:
Engaged Capital Master Feeder II, LP (4)

| | | | | | | | | |
|---|------------|---|--------|---|---------------|---------|---|--|
| Common Stock, par value \$0.001 per share | 03/17/2015 | P | 40,000 | A | \$ 14.1562 | 919,927 | I | By: Engaged Capital Master Feeder II, LP ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | 03/17/2015 | P | 51,497 | A | \$ 13.9648 | 971,424 | I | By: Engaged Capital Master Feeder II, LP ⁽⁴⁾ |
| Common Stock, par value \$0.001 per share | | | | | | 610,465 | I | By: Engaged Capital Master Feeder I, LP ⁽³⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|---|---|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Welling Glenn W.
ENGAGED CAPITAL, LLC
610 NEWPORT CENTER DR. SUITE 250
NEWPORT BEACH, CA US 92660

Signatures

/s/ Karen Luey, as attorney-as-fact for Glenn W.
Welling

03/19/2015

__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 securities reported in this column consist of restricted stock units which give the Reporting Person a contingent right to receive at a future date one share of JMBA common stock for each restricted stock unit held. Of the 1,304 restricted stock units, 304 have vested and 1,000 will vest on 5/9/2015.

(2) The number of securities reported in this column includes 1,000 restricted stock units held by the Reporting Person as of the date of this filing.

(3) Shares owned directly by Engaged Capital Master Feeder I, LP ("Engaged Capital Master I"). Mr. Welling, solely by virtue of his position as the managing member and Chief Investment Officer ("CIO") of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment advisor of Engaged Capital Master I, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Capital Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) Shares owned directly by Engaged Capital Master Feeder II, LP ("Engaged Capital Master II"). Mr. Welling, solely by virtue of his position as the managing member and CIO of Engaged Capital, the general partner and investment advisor of Engaged Capital Master II, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the shares owned directly by Engaged Capital Master II for purposes of Section 16. Mr. Welling expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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