

GAIAM, INC
 Form 5
 February 14, 2014

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Sutherland Paul Howard

(Last) (First) (Middle)

833 WEST SOUTH BOULDER ROAD

(Street)

LOUISVILLE, CO 80027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GAIAM, INC [GAIA]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

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 Reporting

(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 at end of Issuer's Fiscal Year (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) Price | | | |
| Class A Common Stock | 10/09/2012 | Â | G5 | 573 (1) D \$ 0 | 1,150 | D | Â |
| Class A Common Stock | 10/09/2012 | Â | G5 | 573 (1) A \$ 0 | 573 | I | By trust |
| Class A Common Stock | 01/18/2013 | Â | G | 8,544 (1) D \$ 0 | 1,150 | D | Â |

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| | | | | | | | | | |
|----------------------------|------------|---|---|---------------------|---|------|----------------------|------------------|-------------------------------|
| Class A Common Stock | 01/18/2013 | Â | G | <u>8,544</u> (1) | A | \$ 0 | 9,117 | I | By trust |
| Class A Common Stock | 04/15/2013 | Â | G | <u>3,810</u> (1) | D | \$ 0 | 1,150 | D | Â |
| Class A Common Stock | 04/15/2013 | Â | G | <u>3,810</u> (1) | A | \$ 0 | 12,927 | I | By trust |
| Class A Common Stock | 07/26/2013 | Â | G | <u>2,242</u> (1) | D | \$ 0 | 1,150 | D | Â |
| Class A Common Stock | 07/26/2013 | Â | G | <u>2,242</u> (1) | A | \$ 0 | 15,169 | I | By trust |
| Class A Common Stock | 10/15/2013 | Â | G | 798 ⁽¹⁾ | D | \$ 0 | 6,135 ⁽²⁾ | D | Â |
| Class A Common Stock | 10/15/2013 | Â | G | 798 ⁽¹⁾ | A | \$ 0 | 15,967 | I | By trust |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 5,900 | I ⁽³⁾ | By FIMgroup |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 4,000 | I ⁽³⁾ | By FIMgroup 401(k) Plan |

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. of D Se Bo O Er Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sutherland Paul Howard 833 WEST SOUTH BOULDER ROAD LOUISVILLE, CO 80027 | X | ^ | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Rikard D. Lundberg as Attorney-in-Fact | 02/14/2014 |
| **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).
- (1) Gifted to a revocable trust for which the reporting person serves as the trustee and the beneficiaries of which include members of the reporting person's immediate family.
 - (2) Includes 4,985 shares of Class A Common Stock issued to the reporting person on 12/31/2013 as previously reported on a Form 4.
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
 - (3) inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.