

STANG ERIC B
Form 4
March 06, 2018

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 *
STANG ERIC B

2. Issuer Name and Ticker or Trading Symbol
OOMA INC [OOMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OOMA, INC., 525 ALMANOR AVE., SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Pres.

SUNNYVALE, CA 94085

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	09/15/2016		F		45,094 (1) \$ 9.33	D	
Common Stock	12/15/2016		F		8,401 (1) \$ 9.35	D	
Common Stock	03/15/2017		F		8,862 (1) \$ 9.3	D	
Common Stock	06/15/2017		F		8,330 (1) \$ 8.15	D	
Common Stock	12/15/2017		F		46,480 (1) \$ 9.9	D	

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Common Stock	12/15/2017	F	13,452 <u>(1)</u>	D	\$ 12	266,500	D	
Common Stock						135,121	I	BY THE STANG FAMILY 2014 GRANTOR RETAINED ANNUITY TRUST <u>(2)</u>
Common Stock						869,653 <u>(3)</u>	I	BY ERIC STANG & PAMELA STANG TR UA 09/02/2004 STANG FAMILY TRUST <u>(4)</u>

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						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

STANG ERIC B
C/O OOMA, INC.
525 ALMANOR AVE., SUITE 200
SUNNYVALE, CA 94085

X

CEO and Pres.

Signatures

/s/ Spencer D. Jackson, as attorney-in-fact for Eric B.
Stang

03/06/2018

__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) Shares delivered by Reporting Person to Issuer in payment of the withholding tax liability upon vesting of restricted stock units.
Shares held by the Stang Family 2014 Grantor Retained Annuity Trust (the "GRAT"). Mr. Stang has sole voting and dispositive power
 - (2) with respect to the shares held of record by this entity. 9,068 shares of the Company's common stock previously held by the GRAT were contributed by the GRAT to the Trust (as defined in Footnote 4), pursuant to annuity distributions.
 - (3) Other than the 9,068 shares of the Company's common stock referenced in Footnote 2, above, these shares were previously reported as directly owned by the reporting person but were contributed to the Trust (as defined in Footnote 4).
 - (4) Shares held by the Eric Stang & Pamela Stang Trust U/A 09/02/2004 Stang Family Trust (the "Trust"). Voting and investment power over the shares held by the Trust is exercised by the reporting person, as one of the trustees.

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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