

STANG ERIC B  
Form 4  
December 18, 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

3. Date of Earliest Transaction (Month/Day/Year)  
12/15/2018

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

(Street)

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

SUNNYVALE, CA 94085

(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)                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/15/2018                           |  | F                              | (A) or (D)<br>D   | 17,905<br>\$ 13.57  | 292,500 <sup>(2)</sup>                                   | D   |
| Common Stock                    |                                      |  |                                |   | 876,143 <sup>(2)</sup>  | I  | By Eric Stang & Pamela Stang TR UA 09/02/2004 Stang Family Trust <sup>(3)</sup> |
|                                 |                                      |  |                                |   | 128,468   | I  |   |

By Eric Stang & Pamela Stang TR UA 09/02/2004 Stang Family Trust <sup>(3)</sup>

Common  
Stock

By the  
Stang  
Family 2014  
Grantor  
Retained  
Annuity  
Trust <sup>(4)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| STANG ERIC B<br>C/O OOMA, INC.<br>525 ALMANOR AVE., SUITE 200<br>SUNNYVALE, CA 94085 | X             |           | CEO and Pres. |       |

## Signatures

/s/ Eric B. Stang                      12/18/2018  
 \*\*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) Shares delivered by reporting person to Issuer in payment of the withholding tax liability upon vesting of restricted stock units.
- (2) 17,095 shares of the Company's Common Stock previously held directly by the reporting person were contributed by the reporting person to the Trust (as defined in Footnote 3).
- (3) 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.
- (4) Shares held by the Stang Family 2014 Grantor Retained Annuity Trust. Mr. Stang holds voting and dispositive power with respect to the shares held of record by this entity.

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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