

MoSys, Inc.  
Form 4  
August 26, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**RIORDAN THOMAS**

(Last) (First) (Middle)  
**C/O PMC SIERRA, 3975  
FREEDOM CIRCLE**  
  
(Street)

**SANTA CLARA, CA 95054**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MoSys, Inc. [MOSY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/23/2016**

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)  
**Chief Operating Officer**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3)                      | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) |   | Disposed of (D) |         | Date Exercisable | Expiration Date | Title        | Am Nu Sha |
|---------------------------------|------------------------------|------------------|------------|---|-----------------|---------|------------------|-----------------|--------------|-----------|
|                                 |                              |                  | Code       | V | (A)             | (D)     |                  |                 |              |           |
| Option to purchase common stock | \$ 6.06                      | 08/23/2016       | D          |   |                 | 400,000 | (1)              | 05/10/2017      | Common Stock | 40        |
| Option to purchase common stock | \$ 2.99                      | 08/23/2016       | D          |   |                 | 400,000 | (3)              | 12/21/2017      | Common stock | 40        |
| Option to purchase common stock | \$ 0.72                      | 08/23/2016       | D          |   | 457,142         |         | (4)              | 08/23/2026      | Common Stock | 45        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| RIORDAN THOMAS<br>C/O PMC SIERRA<br>3975 FREEDOM CIRCLE<br>SANTA CLARA, CA 95054 |               |           | Chief Operating Officer |       |

## Signatures

/s/ C. Leitner by power of attorney  
08/25/2016

\_\_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 canceled option provided for vesting as follows: 25% of the shares subject to the option on May 9, 2012 and as to 2.083% of the shares subject to the option on the 23rd day of each calendar month thereafter  
On August 23, 2016, the Issuer canceled, pursuant to an option exchange program, options granted to the Reporting Person on 5/10/11 and 12/21/11. In exchange for these options to cumulatively purchase 800,000 shares, the Reporting Person received a new option to purchase 457,142 shares at a lower exercise price.
- (2) The canceled option provided for vesting as follows: 25% of the shares subject to the option on December 21, 2012 and as to 2.083% of the shares subject to the option on the 21st day of each calendar month thereafter
- (3) Option granted to replace cancelled options, pursuant to an option exchange program; vests ratably over 36 months.

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.