

Cook Geoffrey
Form 4
January 17, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cook Geoffrey

(Last) (First) (Middle)

100 UNION SQUARE DRIVE

(Street)

NEW HOPE, PA 18938

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Meet Group, Inc. [MEET]

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

01/15/2019

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 Executive 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 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 (D)	Price
Common Stock ⁽¹⁾	01/15/2019		S		87,886	D	\$ 5.3251 ⁽²⁾
Common Stock ⁽¹⁾	01/16/2019		S		68,389	D	\$ 5.4224 ⁽³⁾
Common Stock ⁽¹⁾	01/17/2019		S		68,902	D	\$ 5.4744 ⁽⁴⁾

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 Beneficially Owned Following Transaction (Instr. 10)
				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
Cook Geoffrey 100 UNION SQUARE DRIVE NEW HOPE, PA 18938	X Chief Executive Officer

Signatures

/s/ Geoffrey
Cook 01/17/2019

__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).

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, which was adopted on August 6, 2018 for estate planning and diversification purposes. Mr. Cook has no other sales planned for 2019 other than sales pursuant to this trading plan and not yet executed. After the sales reported in this Form 4 and the remaining shares expected to be sold pursuant to 10b5-1 trading plan,

- (1) together totaling 300,000 shares, Mr. Cook will retain approximately 86.3% of his current holdings (including stock options exercisable within 60 days of the date hereof). The reporting person undertakes to provide The Meet Group, Inc., any security holder of The Meet Group, Inc., or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes included in this Form 4.
- (2) Represents the weighted average sale price for total shares sold by the reporting person, including a range of prices from \$5.2550 to \$5.4200.

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- (3) Represents the weighted average sale price for total shares sold by the reporting person, including a range of prices from \$5.3250 to \$5.5500.
- (4) Represents the weighted average sale price for total shares sold by the reporting person, including a range of prices from \$5.3450 to \$5.5900.

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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