

ELECTRONIC ARTS INC.

Form 4

August 04, 2014

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 *
HOAG JAY C

(Last) (First) (Middle)

**C/O TECHNOLOGY CROSSOVER
VENTURES, 528 RAMONA
STREET**

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

ELECTRONIC ARTS INC. [EA]

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

07/31/2014

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 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	07/31/2014		M		10,000	A	<u>(1)</u>	10,000	D	<u>(2)</u>
Common Stock	08/01/2014		M		694	A	\$ 33.71	10,694	D	<u>(2)</u>
Common Stock								4,900	I	TCV Management 2004, L.L.C. <u>(3)</u>
Common Stock								4,900	I	TCV VI Management,

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				L.L.C. ⁽⁴⁾
Common Stock	16,376	I		TCV VII Management, L.L.C. ⁽⁵⁾
Common Stock	1,708,390	I		TCV V, L.P. ⁽⁶⁾
Common Stock	1,728,033	I		TCV VI, L.P. ⁽⁷⁾
Common Stock	4,214,288	I		TCV VII, L.P. ⁽⁸⁾
Common Stock	2,188,581	I		TCV VII (A), L.P. ⁽⁹⁾
Common Stock	82,983	I		TCV Member Fund, L.P. ⁽¹⁰⁾

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 33.6	07/31/2014		A		11,872		(11)	07/31/2024	Common Stock
Restricted Stock Units	(13)	07/31/2014		M		10,000		(1)	07/31/2014	Common Stock
Restricted Stock Units	(13)	07/31/2014		A		3,869		(14)	07/31/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 33.71	08/01/2014		A		694		(15)	08/01/2014	Common Stock
Non-Qualified Stock Option	\$ 33.71	08/01/2014		M		694		(15)	08/01/2014	Common Stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			

Signatures

Frederic D. Fenton, authorized signatory for Jay C. Hoag

08/04/2014

__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) Upon vesting, each restricted stock unit was converted into an equivalent number of shares of common stock.

These shares are directly held by Jay C. Hoag. Mr. Hoag has the sole voting and dispositive power over the shares; however, TCM Management 2004, L.L.C., TCM VI Management, L.L.C., and TCM VII Management, L.L.C. (the "Management Companies") collectively own 100% of the pecuniary interest therein. Mr. Hoag is a member of each of the Management Companies but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) These share are directly held by TCM Management 2004, L.L.C. ("TCM 2004"). Jay Hoag is a member of TCM 2004 but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(4) These share are directly held by TCM VI Management, L.L.C. ("VI Management"). Jay Hoag is a member of VI Management but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(5) These share are directly held by TCM VII Management, L.L.C. ("VII Management"). Jay Hoag is a member of VII Management but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(6) These shares are directly held by TCM V, L.P. Jay Hoag is a Class A Member of Technology Crossover Management V, L.L.C. ("TCM V"), which is the sole general partner of TCM V, L.P. Jay Hoag may be deemed to beneficially own the shares held by TCM V, L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(7) These shares are directly held by TCM VI, L.P. Jay Hoag is a Class A Member of Technology Crossover Management VI, L.L.C. ("TCM VI"), which is the sole general partner of TCM VI, L.P. Jay Hoag may be deemed to beneficially own the shares held by TCM VI, L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(8) These shares are directly held by TCM VII, L.P. Jay Hoag is a Class A Director of Technology Crossover Management VII, Ltd. ("Management VII") and a limited partner of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the sole general partner of TCM VII, which is the sole general partner of TCM VII, L.P. Jay Hoag may be deemed to beneficially own the shares held by TCM VII, L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(9) These shares are directly held by TCM VII (A), L.P. Jay Hoag is a Class A Director of Management VII and a limited partner of TCM VII. Management VII is the sole general partner of TCM VII, which is the sole general partner of TCM VII (A), L.P. Jay Hoag may be deemed to beneficially own the shares held by TCM VII (A), L.P. but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(10) These shares are directly held by TCM Member Fund, L.P. ("TCM MF"). Jay Hoag is a limited partner of TCM MF, a Class A Member of TCM V and TCM VI, and a Class A Director of Management VII. Each of TCM V, TCM VI, and Management VII is a general partner of TCM MF. Jay Hoag may be deemed to beneficially own the shares held by TCM MF but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- The Option will first vest and become exercisable as to 100% of the underlying Option Shares, on the earlier of (i) date of the next
- (11) Annual Meeting of Stockholders or (ii) the one-year anniversary of the grant date. Optionee may then exercise the option with respect to vested Option Shares at any time until expiration or cancellation.
- Jay C. Hoag has sole voting and dispositive power over the options he holds directly. However, the Management Companies have a right to 100% of the pecuniary interest in such options. Mr. Hoag is a member of each of the Management Companies. Mr. Hoag
- (12) disclaims beneficial ownership of such options and the shares to be received upon the exercise of such options except to the extent of his pecuniary interest therein.
- (13) Each restricted stock unit represents a contingent right to receive one share of Electronic Arts common stock.
- (14) The Restricted Stock Unit Award shall vest in its entirety and be deemed exercised on the earlier of (i) date of the next Annual Meeting of Stockholders or (ii) the one-year anniversary of the grant date.
- (15) Shares in lieu of Board cash compensation.

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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