

Pallack Thomas  
 Form 4  
 December 15, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Pallack Thomas

(Last) (First) (Middle)

C/O SITO MOBILE, LTD., 100  
 TOWN SQUARE PLACE, SUITE  
 204

(Street)

JERSEY CITY, NJ 07301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SITO MOBILE, LTD. [SITO]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/13/2017

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 Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D) Price		
Common Stock	12/13/2017		P(1)		13,900	A	\$ 6.6221 (2)	1,041,950 (4)	D
Common Stock	12/14/2017		P(1)		17,100	A	\$ 6.9918 (3)	1,059,050 (4)	D

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**

SEC 1474 (9-02)

number.

**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)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pallack Thomas C/O SITO MOBILE, LTD. 100 TOWN SQUARE PLACE, SUITE 204 JERSEY CITY, NJ 07301	X		Chief Executive Officer	

## Signatures

Mark Del Priore, Attorney-in-Fact for Thomas Pallack  
12/15/2017

\*\*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 purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2017.  
The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.35 to \$6.87, inclusive. The reporting person undertakes to provide to SITO Mobile, Ltd. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
  - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.90 to \$7.14, inclusive.
  - (3) Includes 1,028,050 restricted stock units ("RSU"), each of which represents the contingent right to receive one share of the Issuer's common stock. Such RSUs will vest with respect to (A) 20% of such RSUs in the event the average closing price of the Issuer common stock is at least \$7.00 per share for 65 consecutive trading days, (B) an additional 30% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$10.00 per share for 65 consecutive trading days and (C) the remaining 50% of such RSUs

## Edgar Filing: Pallack Thomas - Form 4

in the event the average closing price of the Issuer's common stock is at least \$15.00 per share for 65 consecutive trading days. RSUs may be settled in common stock or cash, at the election of the Issuer.

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.