

SITO MOBILE, LTD.
Form 4
November 20, 2015

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 *
Hug, Gerard Francis

(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)
11/18/2015

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)
CEO

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)		
				(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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options to Purchase Common Stock	\$ 2.805	11/18/2015	A		63,090		(1)	11/21/2019	Common Stock	63,090
Options to Purchase Common Stock	\$ 3.51	11/18/2015	A		154,000		(2)	11/18/2020	Common Stock	110,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hug, Gerard Francis C/O SITO MOBILE, LTD. 100 TOWN SQUARE PLACE, SUITE 204 JERSEY CITY, NJ 07301	X		CEO	

Signatures

/s/ Gerard Hug 11/20/2015
 **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) In November 2014, the Reporting Person was granted options to purchase up to 105,000 shares of common stock of the Issuer which grant was previously reported by the Reporting Person. The options were granted as performance options and the number of options to be received by the Reporting Person was dependent upon the achievement of certain corporate goals as determined by the Compensation Committee of the Issuer. On November 18, 2015, the Board, based upon the recommendation of the Issuer's Compensation Committee, determined that the Reporting Person earned options to purchase 63,090 shares of common stock of the Issuer out of the 105,000 that were initially granted. The options shall vest and become exercisable in 1/3 increments over a three year period with the first installment vesting on November 18, 2015. The Reporting Person agreed to forfeit and cancel the option with respect to 41,910 shares of the Issuer's common stock granted to the Reporting Person in November 2014.
- (2) The options granted are performance options and shall vest and become exercisable in 1/3 increments over a three year period commencing on the first anniversary of the date of grant. The maximum number of options subject to the grant shall be 154,000. The number of options to be received by the Reporting Person is dependent upon the achievement of certain corporate goals, determined by the Compensation Committee 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.

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