SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Jackson Spencer D.	OOMA INC [OOMA]	

1. Name and Address of Reporting Person[*]

Jackson Spencer D.

(Last) (First) (Middle)

C/O OOMA, INC.

1880 EMBARCADERO ROAD

(Street)

PALO ALTO CA 94303

(City) (State) (Zip)

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

OOMA INC [OOMA]

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

02/13/2017

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director 10% Owner

X Officer (give title below) Other (specify below)

VP, General Counsel & Sec.

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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]	02/15/2017		A		32,000	A	$0.00	126,045	D	
Common Stock								37,500	I	By Millennium Trust Company, LLC, Custodian FBO Account Owner Spencer D Jackson Roth/IRA[2]

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	$10.2	02/13/2017		A		8,000		[3]	02/13/2027	Common Stock	8,000	$0.00	8,000	D	

Explanation of Responses:

1. Represent restricted stock units which will vest as follows: 1/8th of the total original number of restricted stock units shall vest on September 15, 2017 and 1/16th of the total original number of restricted stock units shall vest on the same day of every third month thereafter.

2. Shares held by Millennium Trust Company, LLC, Custodian FBO Account Owner Spencer D Jackson Roth/IRA. Mr. Jackson holds voting and dispositive power with respect to the shares held of record by this entity.

3. 1/8th of the shares subject to the option will vest and become exercisable on September 15, 2017 and 1/16th of the shares subject to the option shall vest and become exercisable on the same day of every third month thereafter.

Remarks:

/s/ Spencer D. Jackson   02/15/2017

** Signature of Reporting Person   Date