

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
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|---|---|---|
| 1. Name and Address of Reporting Person * STANG ERIC B (Last) (First) (Middle) C/O OOMA, INC. 525 ALMANOR AVE., SUITE 200 (Street) SUNNYVALE CA 94085 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol OOMA INC [OOMA] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO and Pres. |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/14/2018 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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⁾ | 03/14/2018 | | A | | 160,000 | A | \$0.00 | 414,160 ⁽²⁾ | D | |
| Common Stock | 03/15/2018 | | F | | 12,660 ⁽³⁾ | D | \$11.8 | 401,500 | D | |
| Common Stock | | | | | | | | 871,993 ⁽²⁾ | I | By Eric Stang & Pamela Stang TR UA 09/02/2004 Stang Family Trust ⁽⁴⁾ |
| Common Stock | | | | | | | | 135,121 | I | By the Stang Family 2014 Grantor Retained Annuity Trust ⁽⁵⁾ |

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 |
| Employee Stock Option (right to buy) | \$11.75 | 03/14/2018 | | A | | 40,000 | | (6) | 03/14/2028 | Common Stock | 40,000 | \$0.00 | 40,000 | D | |

Explanation of Responses:

- 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, 2018 and 1/16th of the total original number of restricted stock units shall vest on the same day of every third month thereafter.
- 12,340 fully vested shares, which vested on March 15, 2018 from restricted stock units granted on March 10, 2016 and March 13, 2017, were moved to the Trust (as defined in Footnote 4).
- Shares delivered by Reporting Person to Issuer in payment of the withholding tax liability upon vesting of restricted stock units.
- Shares held by the Eric Stang & Pamela Stang Trust U/A 09/02/2004 Stang Family Trust (the "Trust"). Voting and investment power over the shares held by the Trust is exercised by the reporting person, as one of the trustees.
- Shares held by the Stang Family 2014 Grantor Retained Annuity Trust. Mr. Stang holds sole voting and dispositive power with respect to the shares held of record by this entity.
- 1/8th of the shares subject to the option shall vest and become exercisable on September 15, 2018, 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, as
attorney-in-fact for Eric B.
Stang

03/16/2018

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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