

FriendFinder Networks Inc.

Form 4

September 11, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STATON DANIEL C

(Last) (First) (Middle)

C/O FRIENDFINDER NETWORKS
INC., 6800 BROKEN SOUND
PARKWAY, SUITE #200

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FriendFinder Networks Inc. [FFN]

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

09/07/2012

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)

Co-Chairman of the Board

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)
Common Stock, par value \$0.001 per share	09/07/2012		A	62,500	A \$ 0 (1)	122,497	D
Common Stock, par value \$0.001 per share						5,271,858	I
						2,500 (3)	D
							See footnote (2)

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Restricted
Stock

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price Deriva Securit (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 1.13					(4)	04/23/2022	Common Stock	8,334
Stock Options	\$ 10					(5)	07/06/2018	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
STATON DANIEL C C/O FRIENDFINDER NETWORKS INC. 6800 BROKEN SOUND PARKWAY, SUITE #200 BOCA RATON, FL 33487	X	X	Co-Chairman of the Board	

Signatures

/s/ Daniel C.
Staton

09/11/2012

**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) These shares of common stock were granted by FriendFinder Networks Inc. to the reporting person under the 2012 Stock Incentive Plan pursuant to the terms of the reporting person's Amended and Restated Employment Agreement, dated as of April 24, 2012.

Includes 3,432,893 shares held through Staton Family Investments, Ltd., of which the reporting person is a member and holds sole voting and dispositive power over the 2 shares owned by Staton Family Investments, Ltd.; 1,688,970 shares held by Staton Family Perpetual

- (2) Trust, of which the reporting person is trustee and holds sole voting and dispositive power over the shares owned by Staton Family Perpetual Trust for the benefit of the reporting person's minor children; and 149,995 shares held by Staton Media LLC, of which the reporting person is a member and manager and holds sole voting and dispositive power over the shares owned by Staton Media LLC.

- (3) This grant of restricted stock of FriendFinder Networks Inc. vests on the third anniversary of the grant date (May 16, 2012).

- (4) This grant of stock options vests 20% on the first anniversary of the date of grant (April 24, 2012) and 20% thereafter on each annual anniversary of the date of grant until fully vested.

- (5) This grant of stock options vests 20% on the first anniversary of the date of grant (July 7, 2008) and 20% thereafter on each annual anniversary of the date of grant until fully vested.

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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