MeetMe, Inc. Form 4/A July 08, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Pers CLARK DAVID D	on * 2. Issuer Name and ' Symbol MeetMe, Inc. [ME		5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Midden 100 UNION SQUARE DRIVE	· ·	-	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Chief Financial Officer				
(Street) NEW HOPE, PA 18938 (City) (State) (Zip	4. If Amendment, Date Filed(Month/Day/Year) 05/12/2015	C	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Instr. 3) an	a. Deemed 3. recution Date, if Transaction Code Ionth/Day/Year) (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities Ownership Indirect Beneficially Owned (D) or Ownership Indirect Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)				
Common Stock (1) 05/08/2015	S(2)	5,210 D 1.7129	177,141 <u>(4)</u> D				

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(3)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable	Date	Title	Number		
				G 1 W	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK DAVID D 100 UNION SQUARE DRIVE NEW HOPE, PA 18938

Chief Financial Officer

Signatures

/s/ David D. 06/15/2015 Clark

**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).
- Represents the number of shares sold by the reporting person to cover tax withholding obligations in connection with the vesting of

 (1) 16,433 restricted stock units. This sale was made pursuant to the reporting person's election under the Issuer's long term incentive plan to fund tax withholding obligations with "sell to cover" transactions and does not represent a discretionary trade by the reporting person.
- This "sell to cover" transaction was matchable under Section 16(b) with the reporting person's sale, to the extent of 5,210 shares of common stock at \$1.65 per share on December 5, 2014. The reporting person has paid the company \$327.71, representing the full amount of the profit realized in connection with the short-swing transaction.
- (3) Represents the weighted average sale price for total shares sold by the reporting person, including a range of prices from \$1.68 to \$1.78.
- (4) The Form 4 previously filed by the reporting person on May 12, 2015 included the amount of securities beneficially owned following the reported transaction as 182,351. That amount is correctly reflected in this Amendment as 177,141.

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.

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