

NEW ENTERPRISE ASSOCIATES 10 L P
Form SC 13D
September 02, 2010

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

Glu Mobile Inc.

(Name of Issuer)

Common Stock, \$.0001 par value

(Title of Class of Securities)

379890106

(CUSIP Number)

Louis S. Citron, Esq.
New Enterprise Associates
1954 Greenspring Drive, Suite 600, Timonium, MD 21093
(410) 842-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 27, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

- 2 New Enterprise Associates 10, Limited Partnership
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☐
(b) ☐

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

- 5 WC
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware Limited Partnership

- 7 SOLE VOTING POWER

- | | | |
|--|------------------|-----------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 0 shares | 8 SHARED VOTING POWER |
| | 5,919,443 shares | 9 SOLE DISPOSITIVE POWER |
| | 0 shares | 10 SHARED DISPOSITIVE POWER |

- 11 5,919,443 shares
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 12 5,919,443 shares
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) ☐

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

- 14 13.2%
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 379890106

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1 NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEA Partners 10, Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware Limited Partnership

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

8 SHARED VOTING POWER

OWNED BY
EACH

5,919,443 shares

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

5,919,443 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,919,443 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael James Barrett

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

- 7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

- 8 SHARED VOTING POWER

OWNED BY

5,919,443 shares

EACH

- 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

- 10 SHARED DISPOSITIVE POWER

5,919,443 shares

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5,919,443 shares

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13.2%

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- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Peter J. Barris

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

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- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

- 7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

- 8 SHARED VOTING POWER

OWNED BY

5,919,443 shares

EACH

- 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

- 10 SHARED DISPOSITIVE POWER

5,919,443 shares

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13.2%

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IN

CUSIP No. 379890106

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1 NAMES OF REPORTING PERSONS.
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C. Richard Kramlich

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

8 SHARED VOTING POWER

OWNED BY
EACH

5,919,443 shares

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON

0 shares

10 SHARED DISPOSITIVE POWER

WITH

5,919,443 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,919,443 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 379890106

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- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles W. Newhall III

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

- 7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

- 8 SHARED VOTING POWER

OWNED BY

5,919,443 shares

EACH

- 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

- 10 SHARED DISPOSITIVE POWER

5,919,443 shares

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5,919,443 shares

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13.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 379890106

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1 NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mark W. Perry

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

8 SHARED VOTING POWER

OWNED BY

5,919,443 shares

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

10 SHARED DISPOSITIVE POWER

5,919,443 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,919,443 shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 379890106

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- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Scott D. Sandell

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

- 7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

- 8 SHARED VOTING POWER

OWNED BY

5,919,443 shares

EACH

- 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0 shares

WITH

- 10 SHARED DISPOSITIVE POWER

5,919,443 shares

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5,919,443 shares

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13.2%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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- 1 NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Eugene A. Trainor III

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☐

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

- 7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

0 shares

- 8 SHARED VOTING POWER

OWNED BY

0 shares

- 9 SOLE DISPOSITIVE POWER

EACH

REPORTING

PERSON

0 shares

WITH

- 10 SHARED DISPOSITIVE POWER

0 shares

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) ☐

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 379890106

Schedule 13D

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Item 1. Security and Issuer.

This statement relates to the Common Stock, \$.0001 par value (the “Common Stock”) of Glu Mobile Inc. (the “Issuer”) having its principal executive office at 2207 Bridgepointe Parkway, Suite 300 San Mateo, California, 94404.

Item 2. Identity and Background.

This statement is being filed by New Enterprise Associates 10, Limited Partnership (“NEA 10”); NEA Partners 10, Limited Partnership (“NEA Partners 10”), which is the sole general partner of NEA 10; Michael James Barrett (“Barrett”), Peter J. Barris (“Barris”), C. Richard Kramlich (“Kramlich”), Charles W. Newhall III (“Newhall”), Mark W. Perry (“Perry”) and Scott D. Sandell (“Sandell”), (collectively, the “General Partners”); and Eugene A. Trainor III (“Trainor”). The General Partners are the individual general partners of NEA Partners 10. NEA 10, NEA Partners 10, the General Partners and Trainor are sometimes referred to collectively herein as the “Reporting Persons.”

The address of the principal business office of NEA 10, NEA Partners 10 and Newhall is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, Maryland 21093. The address of the principal business office of Kramlich, Perry and Sandell is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barris and Barrett is New Enterprise Associates, 5425 Wisconsin Ave., Suite 800, Chevy Chase, MD 20815.

The principal business of NEA 10 is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 10 is to act as the sole general partner of NEA 10. The principal business of each of the General Partners is to act as a general partner of NEA Partners 10 and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Each of NEA 10 and NEA Partners 10 is a limited partnership organized under the laws of the State of Delaware. Each of the General Partners and Trainor is a United States citizen.

This Schedule 13D updates the information filed with the Securities and Exchange Commission on Schedule 13G with respect to the Reporting Persons’ holdings of securities of the Issuer as of December 31, 2009.

Item 3. Source and Amount of Funds or Other Consideration.

On August 27, 2010, NEA 10 acquired 750,000 shares (the “Common Shares”) of Common Stock and warrants (the “Warrants” and, together with the Common Shares, the “Securities”) to purchase, subject to certain limitations, 375,000 shares of Common Stock (the “Warrant Shares”) from the Issuer in a privately-negotiated transaction (the “Sale”) among the Issuer, NEA 10 and certain other purchasers at an aggregate purchase price to NEA 10 of \$750,000. The working capital of NEA 10 was the source of the funds for the purchase of the Securities. No part of the purchase price of the

Securities was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the Securities.

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Item 4. Purpose of Transaction.

NEA 10 acquired the Securities for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, NEA 10 and other Reporting Persons may dispose of or acquire additional securities of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure including but not limited to, if the Issuer is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

5.

- (a) NEA 10 is the record owner of 5,544,443 shares of Common Stock, including the Common Shares. Pursuant to the Stock Purchase Warrant (as defined below), the Warrants are immediately exercisable. Accordingly, as of August 27, 2010, NEA 10 may be deemed to beneficially own the Warrant Shares. As a result, NEA 10 may be deemed to beneficially own in the aggregate 5,919,443 shares of Common Stock (the "NEA 10 Shares"). As the sole general partner of NEA 10, NEA Partners 10 may be deemed to beneficially own the NEA 10 Shares. As the individual general partners of NEA Partners 10, each of the General Partners also may be deemed to beneficially own the NEA 10 Shares.

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Each of the Reporting Persons, other than Trainor, may be deemed to own beneficially 13.2% of the Issuer's Common Stock, which percentage is calculated based upon 44,680,304 shares deemed to be outstanding, which includes (a) 30,810,304 shares

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reported to be outstanding as of July 30, 2010 in the Issuer's Form 10-Q filed on August 9, 2010, (b) an aggregate of 13,495,000 shares of Common Stock newly issued by the Issuer in the Sale and reported in the Issuer's Form 8-K filed on July 6, 2010 and (c) the Warrant Shares. Each of the Reporting Persons, except NEA 10, disclaims beneficial ownership of the NEA 10 Shares.

(b) Regarding the number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See line 7 of the cover sheets.

(ii) shared power to vote or to direct the vote: See line 8 of the cover sheets.

(iii) sole power to dispose or to direct the disposition: See line 9 of the cover sheets.

(iv) shared power to dispose or to direct the disposition: See line 10 of the cover sheets.

(c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, NEA 10 Shares.

(e) Trainor has ceased to beneficially own five percent (5%) or more of the Issuer's Common Stock as a result of ceasing to be a general partner of NEA Partners 10.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.

NEA 10 is a party to a Purchase Agreement dated June 30, 2010 (the "Purchase Agreement"), a form of which is attached as Exhibit 99.01 to the Issuer's Form 8-K filed on July 6, 2010 and incorporated by reference herein.

NEA 10 is a party to a Warrant to Purchase Shares of Common Stock dated August 27, 2010 (the "Stock Purchase Warrant"), a form of which is attached as Exhibit 4.01 to the Issuer's Form 8-K filed on July 6, 2010 and incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding Schedule 13D filings.

Exhibit 3 – Purchase Agreement dated June 30, 2010*

Exhibit 4 – Stock Purchase Warrant dated August 27, 2010*

*Incorporated by reference from the Issuer's Form 8-K filed with the Securities and Exchange Commission on July 6, 2010.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 2, 2010

NEW ENTERPRISE ASSOCIATES 10,
LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP
General Partner

By: *
Charles W. Newhall III
General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

By:
*
Charles W. Newhall III
General Partner

*
Michael James Barrett

*
Peter J. Barris

*
C. Richard Kramlich

*
Charles W. Newhall III

*

Mark W. Perry

*

Scott D. Sandell

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*

Eugene A. Trainor III

*/s/ Louis S. Citron

Louis S. Citron

As attorney-in-fact

This Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Glu Mobile Inc.

EXECUTED this 2nd day of September, 2010.

NEW ENTERPRISE ASSOCIATES 10,
LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP
General Partner

By:
*
Charles W. Newhall III
General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

By:
*
Charles W. Newhall III
General Partner

*
Michael James Barrett

*
Peter J. Barris

*
C. Richard Kramlich

*

Charles W. Newhall III

*

Mark W. Perry

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*

Scott D. Sandell

*

Eugene A. Trainor III

*/s/ Louis S. Citron
Louis S. Citron
As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

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EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Charles W. Newhall III, Louis S. Citron, Eugene A. Trainor III, Timothy Schaller and Shawn Conway, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 4th day of May, 2009.

/s/ M. James Barrett
M. James Barrett

/s/ Peter J. Barris
Peter J. Barris

/s/ Forest Baskett
Forest Baskett

/s/ Rohini Chakravarthy
Rohini Chakravarthy

/s/ Patrick Chung
Patrick Chung

/s/ Ryan Drant
Ryan Drant

/s/ Shawn Conway
Shawn Conway

/s/ Anthony A. Florence
Anthony A. Florence

/s/ Robert Garland
Robert Garland

/s/ Paul Hsiao
Paul Hsiao

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/s/ Vladimir Jacimovic
Vladimir Jacimovic

/s/ Patrick J. Kerins
Patrick J. Kerins

/s/ Suzanne King
Suzanne King

/s/ Krishna S. Kolluri
Krishna S. Kolluri

/s/ C. Richard Kramlich
C. Richard Kramlich

/s/ Charles M. Linehan
Charles M. Linehan

/s/ Edward Mathers
Edward Mathers

/s/ David M. Mott
David M. Mott

/s/ John M. Nehra
John M. Nehra

/s/ Charles W. Newhall III
Charles W. Newhall III

/s/ Jason R. Nunn
Jason R. Nunn

/s/ Mark W. Perry
Mark W. Perry

/s/ Jon Sakoda
Jon Sakoda

/s/ Scott D. Sandell

Scott D. Sandell

/s/ Peter W. Sonsini
Peter W. Sonsini

/s/ A. Brooke Seawell
A. Brooke Seawell

/s/ Eugene A. Trainor III
Eugene A. Trainor III

/s/ Ravi Viswanathan
Ravi Viswanathan

/s/ Paul E. Walker
Paul E. Walker

/s/ Harry Weller
Harry Weller