

Support.com, Inc.
Form 4
May 23, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Donnelly Shaun

(Last) (First) (Middle)

900 CHESAPEAKE DR, 2ND
FLOOR

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Support.com, Inc. [SPRT]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2014

4. If Amendment, Date 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)

SVP Sales & Business Dev

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	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	\$ 2.26	05/21/2014			A		50,000		<u>(1)</u>	05/21/2024	Common Stock	50,000
Non-Qualified Stock Options	\$ 2.26	05/21/2014			A		25,000		<u>(2)</u>	05/21/2024	Common Stock	25,000
Non-Qualified Stock Options	\$ 2.26	05/21/2014			A		25,000		<u>(3)</u>	05/21/2024	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donnelly Shaun 900 CHESAPEAKE DR, 2ND FLOOR REDWOOD CITY, CA 94063			SVP Sales & Business Dev	

Signatures

/s/ Greg Wrenn, by power of attorney
05/23/2014

__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) 1/36th of the shares subject to the grant shall vest on each monthly anniversary of the grant date over three years, through May 21, 2017.

1/36th of the shares subject to the grant shall vest on each monthly anniversary of the grant date over three years, through May 21, 2017.

(2) The grant shall only be exercisable, to the extent vested, following the date as of which the fair market value of the Company's common stock has first equaled or exceeded \$4.00 for 20 consecutive trading days.

1/36th of the shares subject to the grant shall vest on each monthly anniversary of the grant date over three years, through May 21, 2017.

(3) The grant shall only be exercisable, to the extent vested, following the date as of which the fair market value of the Company's common stock has first equaled or exceeded \$6.25 for 20 consecutive trading days.

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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