

LEAPFROG ENTERPRISES INC
Form 4
April 06, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARTHUR RAYMOND L

2. Issuer Name and Ticker or Trading Symbol
LEAPFROG ENTERPRISES INC
[LF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2016

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

LEAPFROG ENTERPRISES, INC., 6401 HOLLIS STREET, SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

EMERYVILLE, CA 94608

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	04/04/2016		U		119,911	D	\$ 1 0
Class A Common Stock	04/04/2016		M		7,500 ⁽¹⁾	A	7,500
Class A Common Stock	04/04/2016		U		7,500 ⁽³⁾	D	\$ 1 0

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Class A Common Stock	04/04/2016	M	<u>39,000</u> (1)	A	(2)	39,000	D
Class A Common Stock	04/04/2016	U	<u>39,000</u> (3)	D	\$ 1	0	D
Class A Common Stock	04/04/2016	M	<u>75,000</u> (1)	A	(2)	75,000	D
Class A Common Stock	04/04/2016	U	<u>75,000</u> (3)	D	\$ 1	0	D
Class A Common Stock	04/04/2016	M	<u>25,000</u> (1)	A	(2)	25,000	D
Class A Common Stock	04/04/2016	U	<u>25,000</u> (3)	D	\$ 1	0	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (right to acquire)	(2)	04/04/2016		M	7,500	(4)	03/15/2017	Class A Common Stock	7,500
Restricted Stock Unit (right to acquire)	(2)	04/04/2016		M	39,000	(5)	04/15/2018	Class A Common Stock	39,000

Restricted Stock Unit (right to acquire)	(2)	04/04/2016	M	75,000	(6)	04/15/2019	Class A Common Stock	75,000
Restricted Stock Unit (right to acquire)	(2)	04/04/2016	M	25,000	07/16/2016(7)	07/16/2016	Class A Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARTHUR RAYMOND L LEAPFROG ENTERPRISES, INC. 6401 HOLLIS STREET, SUITE 100 EMERYVILLE, CA 94608			Chief Financial Officer	

Signatures

/s/ Robert L. Lattuga, Attorney-in-Fact on behalf of ARTHUR RAYMOND L 04/06/2016

__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) All Restricted Stock Units vested in accordance with Agreement and Plan of Merger among LeapFrog Enterprises, Inc., VTech Acquisition Sub, L.L.C. and VTech Holdings Limited dated February 5, 2016 (the "Merger Agreement").
- (2) Restricted Stock Units convert in Class A Common Stock on a one-for-one basis.
- (3) All vested Restricted Stock Units converted into right to receive \$1.00 per underlying share pursuant to Merger Agreement.
- (4) Granted 3/15/2013 under Issuer's 2011 Equity and Incentive Plan. Restricted Stock Units vest 25% annually on the 1st, 2nd, 3rd, and 4th anniversary of the date of grant, exercisability accelerated under terms of grant upon occurrence of a triggering issuance event.
- (5) Granted 4/15/2014 under Issuer's 2011 Equity and Incentive Plan. Restricted Stock Units vest 25% annually on the 1st, 2nd, 3rd, and 4th anniversary of the date of grant, exercisability accelerated under terms of grant upon occurrence of a triggering issuance event.
- (6) Granted 4/15/2015 under Issuer's 2011 Equity and Incentive Plan. Restricted Stock Units vested 25% annually on the 1st, 2nd, 3rd, and 4th anniversary of the date of grant, exercisability accelerated under terms of grant upon occurrence of a triggering issuance event.
- (7) Granted 7/16/2012 under Issuer's 2011 Equity and Incentive Plan. Restricted Stock Units vest 25% annually on the 1st, 2nd, 3rd, and 4th anniversary of the date of grant, exercisability accelerated under terms of grant upon occurrence of a triggering issuance event.

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.