Voltari Corp Form 4 April 30, 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 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **GARY HUNTER CLARK** Issuer Symbol Voltari Corp [VLTC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title \_ Other (specify C/O ICAHN ENTERPRISES 10/15/2012 L.P., 767 FIFTH AVENUE, SUITE 4700 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

NEW YORK, NY 10153

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	10/15/2012		A	11,111 (2)	A	\$ 0	13,544 (2)	D		
Common Stock	05/01/2013		F	4,399	D	\$ 5.6	9,145	D		
Common Stock (3)	08/12/2013		A	8,503	A	\$0	17,648	D		
Common Stock	11/27/2013		S	1,399	D	\$ 4.11	16,249	D		

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

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

#### Edgar Filing: Voltari Corp - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if TransactionNumber I		Expiration Date Amor		Amou	ınt of	Derivative	De	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	В
	Derivative			Securities				(Instr	. 3 and 4)		O
	Security				Acquired						Fo
					(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11116	of		
				Code V	(A) (D)				Shares		
				Code v	(A) $(D)$				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**GARY HUNTER CLARK** C/O ICAHN ENTERPRISES L.P. 767 FIFTH AVENUE, SUITE 4700 NEW YORK, NY 10153

X

### **Signatures**

HUNTER C. **GARY** 

04/30/2014

\*\*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).
- These shares were originally issued as restricted stock under the Amended and Restated 2010 Long-Term Incentive Plan (the "Plan") of the predecessor registrant Motricity, Inc. ("Motricity"). Pursuant to a reorganization that took effect on April 9, 2013, Voltari Corporation ("Voltari") became the successor registrant to Motricity, and each share of common stock of Motricity was exchanged for one share of common stock of Voltari.
- (2) Adjusted to reflect the one-for-ten reverse stock split that took effect on April 23, 2013.
- (3) These shares of restricted stock were issued under the Plan. They vest on August 12, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

). Nu Deriv Secu 3ene Own Follo

Repo Γrans Insti

# Edgar Filing: Voltari Corp - Form 4

a currently valid OMB number.	