

Jackson Spencer D.  
Form 4  
March 16, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Jackson Spencer D.

2. Issuer Name and Ticker or Trading Symbol  
OOMA INC [OOMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O OOMA, INC., 525 ALMANOR AVE., SUITE 200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel & Sec.

SUNNYVALE, CA 94085

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(1)</sup>	03/14/2018		A		27,200	A	\$ 0
Common Stock	03/15/2018		F		2,138 <sup>(2)</sup>	D	\$ 11.8
Common Stock	03/15/2018		A		3,000 <sup>(3)</sup>	A	\$ 5.01
Common Stock					37,500	I	
							By Millennium Trust Company, LLC,

Custodian  
FBO  
Account  
Owner  
Spencer D  
Jackson  
Roth/IRA <sup>(4)</sup>

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

**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.**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 11.75	03/14/2018		A	6,800	<sup>(5)</sup> 03/14/2028	Common Stock	6,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jackson Spencer D. C/O OOMA, INC. 525 ALMANOR AVE., SUITE 200 SUNNYVALE, CA 94085			VP, General Counsel & Sec.	

## Signatures

/s/ Spencer D.  
Jackson 03/16/2018

\_\_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).  
Represent restricted stock units which will vest as follows: 1/8th of the total original number of restricted stock units shall vest on  
(1) September 15, 2018 and 1/16th of the total original number of restricted stock units shall vest on the same day of every third month thereafter.  
(2) Shares delivered by Reporting Person to Issuer in payment of the withholding tax liability upon vesting of restricted stock units.  
(3) Represents shares acquired under the Issuer's Employee Stock Purchase Plan.  
(4) Shares held by Millennium Trust Company, LLC, Custodian FBO Account Owner Spencer D Jackson Roth/IRA. Mr. Jackson holds voting and dispositive power with respect to the shares held of record by this entity.  
(5) 1/8th of the shares subject to the option shall vest and become exercisable on September 15, 2018, and 1/16th of the shares subject to the option shall vest and become exercisable on the same day of every third month thereafter.

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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