

FEDERICO RICHARD L  
Form 4  
September 13, 2018

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FEDERICO RICHARD L

(Last) (First) (Middle)

3001 DALLAS PARKWAY, SUITE  
140

(Street)

FRISCO, TX 75034

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
JAMBA, INC. [JMBA]

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

09/13/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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	(A) or (D)	Price
Common Stock	09/13/2018		D		40,821	D	\$ 13 0

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  
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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)**

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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. I. Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.4	09/13/2018		D	4,000	<u>(1)</u>	05/08/2019	Common Stock	4,000	\$
Stock Option (right to buy)	\$ 11.975	09/13/2018		D	5,000	<u>(2)</u>	05/19/2021	Common Stock	5,000	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEDERICO RICHARD L 3001 DALLAS PARKWAY SUITE 140 FRISCO, TX 75034		X		

## Signatures

/s/ Josh Nicosia, as attorney-in-fact for Richard L.  
Frederico

09/13/2018

                    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).

(1) The option, providing for vesting of one-fourth of the shares subject to the option on each of August 8, 2009, November 8, 2009, February 8, 2010 and May 8, 2010 or the date of Jamba Inc.'s 2010 Annual Meeting of Stockholders, and therefore already fully vested, was cancelled at the effective time of the merger between Jay Merger Sub, Inc. and the Issuer in exchange for a cash payment per share subject to the option determined by the difference between the \$13 merger consideration per share and the exercise price of the option.

(2) The option, providing for vesting of one-fourth of the shares subject to the option on each of August 19, 2011, November 19, 2011, February 19, 2012, and May 19, 2012 or the date of the Company's 2012 annual meeting of stockholders, and therefore already fully vested, was cancelled at the effective time of the merger between Jay Merger Sub, Inc. and the Issuer in exchange for a cash payment per share subject to the option determined by the difference between the \$13 merger consideration per share and the exercise price of the option.

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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