

Support.com, Inc.
Form 3
May 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Cholowsky Elizabeth
(Last) (First) (Middle)

900 CHESAPEAKE DR, 2ND
FLOOR

(Street)

REDWOOD
CITY, Â CA Â 94063

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/16/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
President & CEO

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

(Instr. 5)

Restricted Stock Units	Â (1)	Â (5)	Common Stock	218,752	\$ 0	D	Â
Non-Qualified Stock Options	Â (2)	05/16/2024	Common Stock	150,000	\$ 2.21	D	Â
Non-Qualified Stock Options	Â (3)	05/16/2024	Common Stock	300,000	\$ 2.21	D	Â
Non-Qualified Stock Options	Â (4)	05/16/2024	Common Stock	300,000	\$ 2.21	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cholawsky Elizabeth 900 CHESAPEAKE DR, 2ND FLOOR REDWOOD CITY, CA 94063	Â	Â	Â President & CEO	Â

Signatures

/s/ Greg Wrenn, by power of attorney

05/21/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 1/4th of the shares subject to the grant shall vest on each anniversary of the grant date over four years, through May 16, 2018.

(2) 1/4th of the shares subject to the grant shall vest on the first anniversary of the grant date, and 1/48th of the shares subject to the grant shall vest on each monthly anniversary thereafter over the next three years through May 16, 2018. 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.

(3) 1/4th of the shares subject to the grant shall vest on the first anniversary of the grant date, and 1/48th of the shares subject to the grant shall vest on each monthly anniversary thereafter over the next three years through May 16, 2018. 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.

(4) 1/4th of the shares subject to the grant shall vest on the first anniversary of the grant date, and 1/48th of the shares subject to the grant shall vest on each monthly anniversary thereafter over the next three years through May 16, 2018. 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 \$9.75 for 20 consecutive trading days.

(5) Not applicable

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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