

SITO MOBILE, LTD.
Form 3
May 03, 2017

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Meshekow Adam Benjamin</p> <p>(Last) (First) (Middle)</p> <p>C/O SITO MOBILE LTD.,Â 100 TOWN SQUARE PLACE, SUITE 204</p> <p>(Street)</p> <p>JERSEY CITY,Â NJÂ 07301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SITO MOBILE, LTD. [SITO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Revenue Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)
Common Stock	3,115	D	Â

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Stock Options	11/21/2015 ⁽¹⁾	11/21/2019	Common Stock	38,000	\$ 2.805	D	Â
Performance Stock Options	11/18/2016 ⁽²⁾	11/18/2020	Common Stock	28,000	\$ 3.51	D	Â
Performance Stock Options	08/09/2017 ⁽³⁾	08/09/2023	Common Stock	1,774	\$ 4	D	Â
Performance Stock Options	12/22/2017 ⁽⁴⁾	12/22/2023	Common Stock	25,000	\$ 3.46	D	Â
Stock Options	04/24/2017 ⁽⁵⁾	04/24/2024	Common Stock	125,000	\$ 2.76	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meshekow Adam Benjamin C/O SITO MOBILE LTD. 100 TOWN SQUARE PLACE, SUITE 204 JERSEY CITY, NJ 07301	Â	Â	Â Chief Revenue Officer	Â

Signatures

/s/ Adam Meshekow
05/03/2017

**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) The options are performance options granted on November 21, 2014. The options vest and are exercisable in 1/3 increments over a three year period commencing on the first anniversary of the date of grant.
- (2) The options are performance options granted on November 18, 2015. The options vest and are exercisable in 1/3 increments over a three year period commencing on the first anniversary of the date of grant.
- (3) The options are performance options granted on August 9, 2016. The options vest and are exercisable in 1/3 increments over a three year period commencing on the first anniversary of the date of grant.
- (4) The options are performance options granted on December 22, 2016. The options shall vest and become exercisable in 1/3 increments over a three year period commencing on the first anniversary of the date of grant. The maximum number of options subject to the grant shall be 25,000. The number of options to be received by the Reporting Person is dependent upon the achievement of certain corporate goals, determined by the Compensation Committee of the Issuer.
- (5) The options were granted on April 24, 2017; 1/3 vested upon grant, 1/3 shall vest on the first anniversary of the grant date and the remaining 1/3 shall vest on the second anniversary of the grant date.

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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