

JAMBA, INC.
Form 4
August 19, 2016

FORM 4

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

OMB APPROVAL

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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 *
PACE DAVID

(Last) (First) (Middle)

C/O JAMBA, INC., 6475 CHRISTIE AVENUE, SUITE 150

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2016

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)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount (1) (2)	(A) or (D)	Price
Common Stock	05/17/2016		A		350,000	A	\$ 0
							371,511
						D	

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

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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)	Amount of Shares
Stock Option (Right to Buy Common Stock)	\$ 12.35	03/17/2016		A	150,000	(3) 03/17/2026	Common Stock	150,000
Stock Option (Right to Buy Common Stock)	\$ 19.5	04/12/2016		A	50,000	(4) 04/12/2026	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PACE DAVID C/O JAMBA, INC. 6475 CHRISTIE AVENUE, SUITE 150 EMERYVILLE, CA 94608	X		Chief Executive Officer	

Signatures

/s/ Josh Nicosia, as attorney-in-fact for David A. Pace

08/19/2016

__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).

- The securities reported in this column consist of 350,000 restricted stock units which give the Reporting Person a contingent right to receive at a future date one share of JMBA common stock for each RSU held and will be settled in shares on the applicable vesting date. Of the 350,000 RSUs, 150,000, 100,000 and 100,000 RSUs will vest upon the 30th consecutive trading day the closing price of JMBA
- (1) common stock equals or exceeds \$19.50, \$24.00 and \$28.50, respectively, or upon a change of control whereby JMBA's stockholders receive a per share consideration equaling or exceeding such target price, so long as the target price is achieved during the three year period beginning on the vesting commencement date, and in each case so long as the Reporting Person remains an employee of JMBA and/or its affiliates.
 - (2) The price targets are subject to adjustment as set forth in the Executive Employment Agreement dated January 22, 2016 by and between Jamba Juice Company and David A. Pace as filed on Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the

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Securities and Exchange Commission on May 6, 2016.

- (3) Of the 150,000 stock options, one-third will vest and become exercisable on each of March 14, 2017 , March 14, 2018 and March 14, 2019, in each case subject to the Reporting Person's continued employment with JMBA and/or its affiliates.
- (4) Of the 50,000 stock options, one-third will vest and become exercisable on each of March 14, 2017 , March 14, 2018 and March 14, 2019, in each case subject to the Reporting Person's continued employment with JMBA and/or its affiliates.

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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