PCS EDVENTURES COM INC

Form 4

December 17, 2015

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

(State)

1. Name and Address of Reporting Person * HACKETT TODD RAYMOND			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PCS EDVENTURES COM INC [PCSV]	(Check all applicable)		
(Last) 1923 WILDW	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2014	Director 10% Owner Officer (give title Other (specify below) CO-CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MUSCATINE, IA 52761				Form filed by More than One Reporting Person		

(City)	(State) (A	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	uired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disp	osed c	of (D)	Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)	str. 8)			Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	
					(4)		Reported	(Instr. 4)		
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
			Code v	Amount	(D)					
Restricted						\$		_		
Stock Unit	09/01/2014 <u>(1)</u>		A	150,000	A	0.15	25,825,390	D		
Stock Cilit						(2)				

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

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Convertible Promissory Note	\$ 0.04 (3)	10/21/0014		A	5,000,000	10/21/2014	<u>(7)</u>	Restricted Common Stock Unit
Warrants to purchase Common Stock	\$ 0.04 (4)	01/22/0015		A	2,000,000	01/22/0015	01/22/0018	Restricted Common Stock Unit
Restricted Common Stock Unit	\$ 0.19 (5)	09/24/0015		A	81,000	09/30/0016	09/30/0016 <u>(6)</u>	Restricted Common Stock Unit

Reporting Owners

Reporting Owner Name / Address		Relati	onships	
	ъ.	1000	C 221	

Director 10% Owner Officer Other

HACKETT TODD RAYMOND 1923 WILDWOOD LANE MUSCATINE, IA 52761

CO-CEO

Signatures

/s/ Todd Hackett 12/17/2015

**Signature of Person Date

Reporting Person

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).

Grant of Restricted Stock Units. The Board of Directors of the Company granted the reporting person (the "Participant") 150,000 restricted stock units (the "Restricted Stock Units") on September 1, 2014 (the "Grant Date"), in accordance with the provisions of Article

- (1) 6 of the Company's 2009 Equity Compensation Plan (the "Plan"), representing compensation for board services for the period of September 1, 2014, through September 30, 2015. On September 30, 2015, the Plan's Vesting and Settlement conditions of:: (i) the Participant has been re-elected as a director at the annual meeting of the Company's shareholders in September 2015; and (ii) the Participant has continued to serve as a Company director through September 30, 2015, were satisfied.
- (2) The Restricted Stock Units are revalued at date of vesting and were issued on November 16, 2015.
- (3) Convertible Promissory Note dated October 21, 2014, at the sole option of Lender, the outstanding balance of this Note may be converted into shares of Rule 144 Restricted Common Stock of the Borrower at a price per share of \$0.04.
- As part of the Promissory Note first dated January 16, 2015, the Company has issued warrants ("Original Warrants") to acquire up to 2,000,000 shares of Company's common stock for \$0.04 per share exercisable at any time within 36 months after the date of issuance of the Original Warrants.

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- Grant of Restricted Stock Units. The Board of Directors of the Company also granted the Participant 81,000 Restricted Stock Units on September 24, 2015 (the "Grant Date"), in accordance with the provisions of Article 6 of the Company's Plan, at the close of market price,
- (5) representing compensation for board services for the period of October 1, 2015, through September 30, 2016. Each Restricted Stock Unit represents the right to receive one share of the Company's common stock in the future, subject to the restrictions and other conditions set forth in the Restricted Stock Unit Award Agreement (the "Agreement") and in the Plan.
- (6) The Restricted Stock Units do not vest and are forfeitable until the "Vesting and Settlement" conditions of the Agreement have been satisfied. The Restricted Stock Units are revalued at date of vesting and are issued when administratively practicable.
- (7) Date of note pay off.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.