

RLJ ENTERTAINMENT, INC.  
Form 4  
October 07, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
JOHNSON ROBERT L

2. Issuer Name and Ticker or Trading Symbol  
RLJ ENTERTAINMENT, INC.  
[RLJE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/03/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

C/O RLJ ENTERTAINMENT, INC., 3 BETHESDA METRO CENTER, SUITE 1000

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BETHESDA, MD 20814

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.001 per share	10/03/2014		P		2,866 A \$ 3.8	3,068,793	I By RLJ SPAC Acquisition LLC <u>(1)</u>
Common Stock, par value \$0.001 per share	10/06/2014		P		6,222 A \$ <u>(2)</u> 3.79	3,075,015	I By RLJ SPAC Acquisition LLC <u>(1)</u>

Common Stock, par value \$0.001 per share 10/07/2014 P 8 A \$ 3.77 3,075,023 I By RLJ SPAC Acquisition LLC <sup>(1)</sup>

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ROBERT L C/O RLJ ENTERTAINMENT, INC. 3 BETHESDA METRO CENTER, SUITE 1000 BETHESDA, MD 20814	X	X	Chairman of the Board	

## Signatures

Dawn A. Martens, Attorney-in-fact 10/07/2014

<sup>\*\*</sup>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)

## Edgar Filing: RLJ ENTERTAINMENT, INC. - Form 4

The shares reported herein are held in the name of RLJ SPAC Acquisition, LLC. The Reporting Person, in his capacities as the sole manager and sole voting member of The RLJ Companies, LLC, the sole manager and sole voting member of RLJ SPAC Acquisition, LLC may be deemed to be the beneficial owner of the securities reported herein. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

- (2) The average purchase price over several transactions is \$3.79. 222 shares were purchased at \$3.60, 1000 shares at \$3.74, 1 share at \$3.78, 2565 shares at \$3.80, 734 shares at \$3.82 and 1700 shares at \$3.83.

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.