JAMBA, INC. Form 3 August 12, 2016

### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement JAMBA, INC. [JMBA] Perry Marie (Month/Day/Year) 08/05/2016 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 6475 CHRISTIE AVE, SUITE (Check all applicable) 150 (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting EVP, CFO, CAO & Secretary Person EMERYVILLE, CAÂ 94608 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â 91,000 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect **Expiration Date** Beneficial Ownership (Instr. 4) Securities Underlying Conversion Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(2)	05/16/2026	Common Stock	75,000	\$ 11.65	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
rioporting of more remained	Director	10% Owner	Officer	Other	
Perry Marie 6475 CHRISTIE AVE, SUITE 150 EMERYVILLE, CA 94608	Â	Â	EVP, CFO, CAO & Secretary	Â	

## **Signatures**

/s/ Josh Nicosia, as attorney-in-fact for Marie
Perry 08/12/2016

Date

\*\*Signature of Reporting Person

#### **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).

The securities reported in this column consist of 91,000 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 91,000 RSUs, 6,000 are subject to time-based vesting and will vest in equal annual installments on each of 5/16/2017, 5/16/2018 and 5/16/2019. Of the remaining RSUs, 40,000, 25,000 and 20,000 RSUs will vest upon the 30th consecutive trading day the closing

- and 5/16/2019. Of the remaining RSUs, 40,000, 25,000 and 20,000 RSUs will vest upon the 30th consecutive trading day the closing price of JMBA 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.
- Of the 75,000 stock options, 25,000 will vest and become exercisable on 5/16/2017, 25,000 will vest and become exercisable on 5/16/2018 and 25,000 will vest and become exercisable on 5/16/2019, 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. 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.

Reporting Owners 2