

SANDELL SCOTT D
Form 4
March 27, 2007

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 *
NEW ENTERPRISE ASSOCIATES
10 L P

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLU MOBILE INC [GLUU]

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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: Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/27/2007		C	V	Amount 4,741,742 (A) or (D) Price 4,741,742	D (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	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 Underlying (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Series A Convertible Preferred Stock	(1)	03/27/2007		C	1,599,415	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	03/27/2007		C	1,251,208	(1)	(1)	Common Stock
Series C Convertible Preferred Stock	(1)	03/27/2007		C	1,159,581	(1)	(1)	Common Stock
Series D Convertible Preferred Stock	(1)	03/27/2007		C	618,205	(1)	(1)	Common Stock
Special Junior Preferred	(1)	03/27/2007		C	113,333	(1)	(1)	Common Stock
Series B Convertible Preferred Stock Warrant (Right to Buy)	\$ 1.92	03/27/2007		C ⁽³⁾	52,701	04/16/2003	03/07/2008	Series B Convertible Preferred Stock (C)
Common Stock Warrant (Right to Buy)	\$ 1.92	03/27/2007		C ⁽³⁾	52,701	04/16/2003	03/07/2008	Common Stock (C)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ENTERPRISE ASSOCIATES 10 L P 1119 ST. PAUL STREET		X		

BALTIMORE, MD 21202	
NEA PARTNERS 10 L P	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
BARRIS PETER J	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
BARRETT M JAMES	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
KRAMLICH C RICHARD	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
NEWHALL CHARLES W III	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
PERRY MARK W	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
SANDELL SCOTT D	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	
TRAINOR III EUGENE A	
1119 ST. PAUL STREET	X
BALTIMORE, MD 21202	

Signatures

/s/ Louis S. Citron,
attorney-in-fact

03/27/2007

__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) Each share of Preferred Stock converted into one share of Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

The shares are directly held by New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners 10 and its individual general partners together, the "Indirect Reporting Persons"). The individual general partners of NEA Partners 10 are Peter Barris, M. James Barrett, C. Richard Kramlich, Charles W. Newhall, III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor, III. Each Indirect Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which such Indirect Reporting Person has no actual pecuniary interest therein.
 - (3) Warrant to purchase shares of Series B Preferred Stock converted into a warrant to purchase an equal number of shares of Common Stock upon the closing of the Issuer's initial public offering.

Remarks:

In addition, NEA Ventures 2001, L.P. owns 24,350 shares of Common Stock of the Issuer. The Reporting Persons do not have

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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