

Del Priore Mark
Form 4
September 17, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Del Priore Mark

(Last) (First) (Middle)

C/O SITO MOBILE, LTD., 100
TOWN SQUARE PLACE, SUITE
204

(Street)

JERSEY CITY, NJ 07301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SITO MOBILE, LTD. [SITO]

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

04/27/2018

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 ____X____ Other (specify
below) below)
Former Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	04/27/2018		A	44,776	A <u>(1)</u> 270,244 <u>(2)</u>	D	
Common Stock	09/11/2017		D	161,071	D <u>(3)</u> 109,173 <u>(3)</u>	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)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Del Priore Mark
C/O SITO MOBILE, LTD.
100 TOWN SQUARE PLACE, SUITE 204
JERSEY CITY, NJ 07301

Former Chief Financial
Officer

Signatures

/s/ Mark Del
Priore 09/17/2018

__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) The 44,776 shares represents the shares of SITO Mobile, Ltd.'s (the "Issuer") common stock granted to the reporting person, pursuant to the Issuer's 2017 Equity Incentive Plan in lieu of a cash bonus calculated by reference to the closing share price of the Issuer's shares on the NASDAQ Stock Market on March 29, 2018, which was \$4.02.

(2) Includes 225,468 restricted stock units (each an "RSU"), of which each RSU represents the contingent right to receive one share of the Issuer's common stock. The RSUs will vest with respect to (A) 20% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$7.00 per share for 65 consecutive trading days, (B) an additional 30% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$10.00 per share for 65 consecutive trading days and (C) the remaining 50% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$15.00 per share for 65 consecutive trading days. RSUs may be settled in common stock or cash, at the election of the Issuer.

(3) Pursuant to the terms of the Separation Agreement and Mutual Release, dated September 11, 2018, by and between the reporting person and the Issuer, 161,071 RSUs were terminated and returned to the Issuer's treasury, and the remaining 64,397 RSUs vested immediately.

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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