

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Dolphin Entertainment, Inc.

Form: 4

Date Filed: 2018-12-31

Corporate Issuer CIK: 1282224

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person O'Dowd William IV		2. Issuer Name and Ticker or Trading Symbol Dolphin Entertainment, Inc. [DLPN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O DOLPHIN ENTERTAINMENT, INC., 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE		3. Date of Earliest Transaction (Month/Day/Year) 12/28/2018		Chief Executive Officer	
CORAL GABLES, FL 33134		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								565,450 (2)	D	
Common Stock	12/28/2018		P		14,990 (1)	A	\$ 1.334	542,831	I	By Dolphin Entertainment, LLC (2)
Common Stock								621,052 (2)	I	By Dolphin Digital Media Holdings, LLC (3)

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dowd William IV C/O DOLPHIN ENTERTAINMENT, INC. 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE CORAL GABLES, FL 33134	X	X	Chief Executive Officer	

Signatures

/s/ William O'Dowd, IV 12/31/2018
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 shares were purchased by Dolphin Entertainment, LLC in a private transaction.
- (2) Dolphin Entertainment, LLC is an entity wholly owned by William O'Dowd IV.
- (3) Dolphin Digital Media Holdings LLC is an entity wholly owned by William O'Dowd IV.

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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C/O DOLPHIN ENTERTAINMENT, INC., 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE		3. Date of Earliest Transaction (Month/Day/Year) 12/28/2018			
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Dowd William IV C/O DOLPHIN ENTERTAINMENT, INC. 2151 LE JEUNE ROAD, SUITE 150-MEZZANINE CORAL GABLES, FL 33134	X	X	Chief Executive Officer	

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