

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

Zedge, Inc.

Form: 4

Date Filed: 2020-01-06

Corporate Issuer CIK: 1667313

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average but	rden 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)															
1. Name and Address of Reporting Person- GIBBER ELLIOT			Issuer Name and Ticker or Trading Symbol Zedge, Inc. [ZDGE]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (Firs C/O ZEDGE, INC., 22 COR FLOOR	(Middle) REET, 11TH	Date of Earliest Transaction (Month/Day/Year)     1/06/2020								Director University Direct					
NEW YORK, NY 10007	4	4. If Amendment, Date Original FiledMonth/Day/Year)								Individual or Joint/Group Filing(Check Applicable Line)     X_ Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City) (State	e)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea	Execution Date					4. Securities Acq (A) or Disposed c (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owne Following Reported Transaction(s) (Instr. 3 and 4)		•	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Cod	de	٧	/ Amount (D) Price					(I) (Instr. 4)		
Class B Common Stock, par value \$.01 per share					А			5,422 (1)	Α	\$ 1.51	125,198 (2)			D	
Reminder: Report on a separate lii	ne for each class		- Derivative	Securit	ties Acq	Pe for ON juired,	rsor m a MB c	re not recontrol nu	quired to imber. , or Bene	respo	collection of information on the formation of the formati				1474 (9-02)
Derivative Conversion Date Execution Date Or Exercise (Month/Day/Year) any		BA. Deemed Execution Date, it any Month/Day/Year)	4. Transaction 5. N Code Der (Instr. 8) Sec Acc Dis				6. E and (Mo	Date Exercisable and Expiration Date Month/Day/Year)		7. Tit Unde (Instr	le and Amount of orlying Securities . 3 and 4)	Securities Derivative		Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V (	A)	(D)	Dat Exe	e ercisable [	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)	
Reporting Owners															
Reporting Owner Name / Address			Relationships % Owner Officer Other												

Demosting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
GIBBER ELLIOT C/O ZEDGE, INC. 22 CORTLANDT STREET, 11TH FLOOR NEW YORK, NY 10007			INTERIM CEO					

# **Signatures**

Joyce J. Mason, by Power of Attorney	01/06/2020
—Signature of Reporting Person	Date

# **Explanation of Responses:**

- $^{\star}$  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) Grant of Restricted Stock that vests in full immediately.
- (2) Consists of 30,534 unvested restricted shares, 15,267 of which shall vest on each of February 7, 2020 and May 7, 2020, 19,664 fully vested restricted shares, and 75,000 shares held directly.

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.

(Drint or Tune Deenenses)

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Estimated average burden hours 0.5 per response..

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(I IIII OI Type Ne	sapuliaca)															
Name and Address of Reporting Person     GIBBER ELLIOT				2. Issuer N Zedge, In			er or Tra	din	g Symbol		5. Relationship o	Relationship of Reporting Person(s) to Issuer				
C/O ZEDGE, INC., 22 CORTLANDT STREET, 11TH			REET, 11TH 0	. Date of E 1/06/202	arlies 20	t Transa	ction (Mo	nth	n/Day/Year)		X Officer (give titl					
FLOOR																
(Street) NEW YORK, NY 10007			4.	. If Amend	ment,	Date Or	iginal File	ефм	lonth/Day/Year	)	_X_ Form filed by One	Individual or Joint/Group Filing(Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person				
			(T.)													
(City)		(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
(Instr. 3) Date		2. Transaction Date (Month/Day/Year	Execution Date		3. Transactio te, if Code (Instr. 8)		on	(A) or Disposed of (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			7. Nature of Indirect Beneficial	
						Code	V	/ Amount	(A) or	Pric	ce			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class B Com per share	mon Stock,	par value \$.01	01/06/2020				Α		5,422 (1)	A	\$ 1.5	125,198 (2)			D	
Deminden Dene		ta lina far agab alag	a of accomition have	afiaially avy	ام امم	ivo atlu a u	المطالعة مثال									
Reminder: Repo	on a separa	te line for each class	s or securities bene	encially ow	nea a	irectly of			ono who r	oonond	to the	e collection of inform	mation con	toined in this	SEC	1474 (9-02)
							fo	orm		quired t		pond unless the for				( ,
			Table II				-		Disposed of is, convert			ally Owned s)				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Transaction     Date     (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	e, if Code De (Instr. 8) Se Ac Dis		Derivati Securiti Acquire Dispose	Derivative Securities Acquired (A) or Disposed of (D)		and Expiration Date Under		Title and Amount of derlying Securities str. 3 and 4)	rlying Securities Derivative		Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	Security					(Instr. 3	, 4, and 5	Ť	Date	Expiration	n Titl	Amount or	-	Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect	
				Code	٧	(A)	(D)	Е	excisable	Date	IIII	Number of Shares			(Instr. 4)	
Reporting	g Owne	rs														
Reporting Owner Name / Address				Relationships				4								
Director 10 <sup>t</sup>			Director 10%	% Owner Officer			Oth	er								
GIBBER ELLIOT C/O ZEDGE, INC. 22 CORTLANDT STREET, 11TH FLOOR NEW YORK, NY 10007		R	INTERIM CEO													
Signature	es							_								
Joyce J. Mas	son, by Pow	er of Attorney	01/06/2	2020												

# Signature of Reporting Person **Explanation of Responses:**

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Date

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