

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Zedge, Inc.

Form: 4

Date Filed: 2020-04-22

Corporate Issuer CIK: 1667313

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 JONAS HOWARD S (Last) (First) (Middle) C/O ZEDGE, INC., 22 CORTLANDT STREET, 11TH FLOOR (Street) NEW YORK, NY 10007 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Zedge, Inc. [ZDGE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (Month/Day/Year) 04/20/2020		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
4. If Amendment, Date Original Filed (Month/Day/Year)		

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			
Class B Common Stock, par value \$.01 per share	04/20/2020		J	(I)	373,058	D	\$ 0 0	I	By Howard S. Jonas 2017 Annuity Trust	
Class B Common Stock, par value \$.01 per share							38,323	D		
Class B Common Stock, par value \$.01 per share							47,394	I	By HSJ 2019 Zedge Annuity Trust	
Class B Common Stock, par value \$.01 per share							65,880	I	By The Jonas Foundation	
Class B Common Stock, par value \$.01 per share							518	I	Custodial for Son (Joseph)	
Class B Common Stock, par value \$.01 per share							518	I	Custodial for Daughter (Rachel)	
Class B Common Stock, par value \$.01 per share							518	I	Custodial for Daughter (Tamar)	
Class B Common Stock, par value \$.01 per share							518	I	Custodial for Daughter (Miriam)	
Class B Common Stock, par value \$.01 per share							518	I	Custodial for Son (Jonathan)	

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	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Relationships

JONAS HOWARD S
C/O ZEDGE, INC.
22 CORTLANDT STREET, 11TH FLOOR
NEW YORK, NY 10007

X

Signatures

Joyce J. Mason, by Power of Attorney

04/22/2020

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 Reporting Person caused these shares to be transferred from the Howard S. Jonas 2017 Annuity Trust in substantially equal amounts to eight trusts for the benefit of eight of his children. Each of the recipient trusts has an independent trustee.

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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				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Relationships

JONAS HOWARD S C/O ZEDGE, INC. 22 CORTLANDT STREET, 11TH FLOOR NEW YORK, NY 10007	X			
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Signatures

Joyce J. Mason, by Power of Attorney		04/22/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

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