

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Zedge, Inc.

Form: 4

Date Filed: 2021-01-06

Corporate Issuer CIK: 1667313

FORM 4

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		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)	
(Last) (First) (Middle) C/O ZEDGE, INC., 1178 BROADWAY, SUITE 1450, 3RD FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 11/20/2020			
(Street) NEW YORK, NY 10001		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	
(City) (State) (Zip)		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	11/20/2020		G(1)	V	12,217	D	\$ 0	35,177	I	By HSJ 2019 Zedge Annuity Trust
Class B Common Stock, par value \$.01 per share	11/20/2020		G(1)	V	12,217	A	\$ 0	22,836 (2)	D	
Class B Common Stock, par value \$.01 per share	12/02/2020		G(3)	V	12,217	D	\$ 0	10,619 (4)	D	
Class B Common Stock, par value \$.01 per share	12/02/2020		G(3)	V	12,217	A	\$ 0	12,217	I	By HSJ 2020 Zedge Annuity Trust
Class B Common Stock, par value \$.01 per share								38,323	I	By HSJ 2020 IDW-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 (5)	I	By Daughter (Miriam)

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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONAS HOWARD S C/O ZEDGE, INC. 1178 BROADWAY, SUITE 1450, 3RD FLOOR NEW YORK, NY 10001	X			

Signatures

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) These shares were transferred from the HSJ 2019 Zedge Annuity Trust to the Reporting Person's direct holdings in satisfaction of the HSJ 2019 Zedge Annuity Trust's annual annuity obligation.

(2) Includes 10,619 fully vested restricted shares.

(3) The Reporting Person caused these shares to be transferred from his direct holdings to the HSJ 2020 Zedge Annuity Trust, for which an immediate family member of the Reporting Person serves as trustee.

(4) Consists of fully vested restricted shares.

(5) The Reporting Person no longer has a reportable beneficial interest in 2,072 shares of Class B Common Stock owned by his adult children who do not reside with the Reporting Person, the shares of which were previously reported in custodial accounts for each of these children.

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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