SILLERMAN ROBERT F X
Form 4
March 13, 2013

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SILLERMAN ROBERT F X

(Last) (First) (Middle)

C/O VIGGLE INC., 902 BROADWAY, 11TH FLOOR

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Viggle Inc. [VGGL]

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Exec Chair and Chief Exec Off

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								5,000,000	I	See Footnote 2 (2)
Common Stock								2,700,000	D	
Common Stock								3,030,455	D	
Common Stock								2,700,000	I	See Footnote 3 (3)
								46,267,000	I	

Common Stock									See Footnote 4 (4)
Common Stock	03/11/2013		A	8,312,699	A	(1)	8,312,699	I	See Footnote 4 (4)
Restricted Stock Unit (5)							1,500,000	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)

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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sh
Notes convertible into common shares	$ 1.25	03/11/2013		A		16,625,397		03/11/2013	03/11/2016	Common Stock	1
Warrants (right to buy)	$ 1 (6)	03/11/2013		A		10,000,000		03/11/2013	03/11/2018	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILLERMAN ROBERT F X C/O VIGGLE INC. 902 BROADWAY, 11TH FLOOR NEW YORK, NY 10010	X	X	Exec Chair and Chief Exec Off	

Signatures

/s/ Robert F.X. Sillerman	03/13/2013
**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)	8,312,699 shares issued in connection with the exchange of an existing $20,000,000 line of credit note (with interest) into a new convertible note.
(2)	Owned by Sillerman Investment Company II, LLC
(3)	Owned through Laura Baudo Sillerman, Mr. Sillerman's spouse
(4)	Owned through Sillerman Investment Company, LLC
(5)	The restricted stock units vest over a period of three years, with 33 1/3% vesting on each of February 24, 2014, 2015, and 2016
(6)	Warrants to purchase 10,000,000 shares of common stock, par value $0.001 per share of the Issuer at an exercise price of $1.00 per share (as adjusted in the event of stock splits and combination, reclassification, or merger or consolidation, in accordance with Section 7 of the warrant) were issued to Sillerman Investment Company II in connection with the guarantee of a line of credit provided to the Issuer by Deutsche Bank Trust Company Americas in the amount of up to $10,000,000.
(7)	The Reporting Person holds $20,781,746.58 of debt that is convertible into shares of the Common Stock of Issuer at $1.25 per share, which conversion price is subject to a weighted average antidilution provision in the event the Company makes certain dilutive subsequent placements at an effective price of less than $1.25 per share.

Remarks:

The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary inte

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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