

BROAD LEE RICHARD

Form 4

May 22, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROAD LEE RICHARD

2. Issuer Name **and** Ticker or Trading
Symbol
MAM SOFTWARE GROUP, INC.
[MAMS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**TWO VALLEY SQUARE, SUITE
220, 512 TOWNSHIP LINE ROAD**

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Technology Officer

(Street)
BLUE BELL, PA 19422

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ 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 Ownership (Instr. 4)
Common Stock	05/18/2018		A	(A) or (D) Amount (1) 75,268	\$ 8.11 199,786	D	
Common Stock	05/18/2018		S	(2) 44,900	\$ 8 154,886	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BROAD LEE RICHARD
TWO VALLEY SQUARE, SUITE 220
512 TOWNSHIP LINE ROAD
BLUE BELL, PA 19422

Chief Technology Officer

Signatures

/s/ Lee Richard
Broad 05/22/2018

__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).

The shares were received pursuant to the Company's Long-Term Stock Incentive Plan ("LTIP"), which Plan was approved by the

(1) Company's shareholders on June 12, 2008. The shares vested pursuant to the terms of the previous award stock grant, which was a component of Mr. Broad's Employment Agreement dated July 1, 2013.

(2) The sales reported in this Form 4 primarily represent shares sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of restricted stock.

Note: File three copies of this Form 4, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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