

IZEA, Inc.  
Form 3  
March 02, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |          |                                      |  |  |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Caron John H                            |         |          | (Month/Day/Year)                     | IZEA, Inc. [IZEA]  |  |
| (Last)                                    | (First) | (Middle) | 02/26/2016                           | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 480 NORTH ORLANDO AVENUE,Â SUITE 200      |         |          |                                      | (Check all applicable)   |  |
| (Street)                                  |         |          |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
| WINTER PARK,Â FLÂ 32789                   |         |          |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)    |                                      | (give title below)   | (specify below)                                      |
|   |         |          |                                      | 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  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,689   | D  | Â   |
| Common Stock                    | 20,000  | I  | By John H. Caron 1999 Family Trust <sup>(1)</sup>     |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

Edgar Filing: IZEA, Inc. - Form 3

|                       | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Option (Right to Buy) | Â (2)            | 06/04/2018      | Common Stock        | 2,500                      | \$ 3.2                       | D  | Â |
| Option (Right to Buy) | Â (3)            | 04/13/2025      | Common Stock        | 2,500                      | \$ 7.6                       | D  | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Caron John H<br>480 NORTH ORLANDO AVENUE<br>SUITE 200<br>WINTER PARK, FL 32789 | Â X           | Â         | Â       | Â     |

## Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for John H. Caron 03/02/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) John H. Caron, as trustee, has voting power and investment power over the securities held by the John H. Caron 1999 Family Trust.

These options to purchase shares were issued under the Issuer's May 2011 Equity Incentive Plan (the "Plan") and vest in 48 equal installments monthly over the 48 months following the grant date, June 4, 2013. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.

(3) These options to purchase shares were issued under the Plan and vest in 12 equal installments monthly over the 12 months following the grant date, April 13, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.

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.