

FINJAN HOLDINGS, INC.

Form 4

July 05, 2017

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hartstein Philip

(Last) (First) (Middle)

C/O FINJAN HOLDINGS,  
INC., 2000 UNIVERSITY  
AVENUE, SUITE 600

(Street)

EAST PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

FINJAN HOLDINGS, INC. [FNJN]

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

07/03/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

President &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/03/2017                              |                                                             | M                                    | 12,500                                                                  | A \$ 0                                                                                                             | 81,500                                                                  | D                                                                 |
| Common<br>Stock                       | 07/03/2017                              |                                                             | S                                    | 5,000<br>(1)                                                            | D \$<br>3.2147<br>(2)                                                                                              | 76,500                                                                  | D                                                                 |

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

**Persons who respond to the collection of  
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SEC 1474  
(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. Deemed Exercise Date (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    | 07/03/2017                           |                                                    | M                              | 12,500                                                                                  | <sup>(4)</sup> <sup>(4)</sup>                            | Common Stock                                                  | 12,500                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships |           |                 |       |
|----------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                                | Director      | 10% Owner | Officer         | Other |
| Hartstein Philip<br>C/O FINJAN HOLDINGS, INC.<br>2000 UNIVERSITY AVENUE, SUITE 600<br>EAST PALO ALTO, CA 94303 |               |           | President & CEO |       |

## Signatures

/s/ Philip Hartstein 07/05/2017

\_\_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) Represents shares of common stock sold pursuant to a 10b5-1 trading plan entered into as of August 25, 2015 to satisfy the reporting person's tax obligations upon vesting of 12,500 restricted stock units ("RSUs")
- (2) Weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.16 to \$3.265 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (3) Each RSU granted to the reporting person represents the contingent right to receive one share of common stock of Finjan Holdings, Inc. or its equivalent cash value, subject to the terms and conditions of the Finjan Holdings, Inc. 2014 Incentive Compensation Plan
- (4) A total of 200,000 RSUs were granted on January 14, 2015. The RSUs vested one-fourth on January 1, 2016 and an additional 6.25% of the RSUs vest every three calendar months following such date. The RSUs will be settled upon vesting.

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.