

Hartstein Philip
Form 4
December 14, 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
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(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)

12/12/2017

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 ____ Other (specify
below) below)

President & 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 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 (D) Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares		
Common Stock Option (right to buy)	\$ 2.25	12/12/2017	A		190,000		12/12/2018 ⁽¹⁾	12/12/2027	Common Stock	190,000		
Restricted Stock Units	\$ 0 ⁽²⁾	12/12/2017	A		200,000		⁽³⁾	⁽³⁾	Common Stock	200,000		

Reporting Owners

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

Signatures

/s/ Philip
Hartstein

12/14/2017

**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).

The option will vest and become exercisable as to 56,667 shares of common stock of Finjan Holdings, Inc. on the first anniversary of the grant date and vest as to 12.5% of the remaining balance of the shares of common stock in equal installments every three calendar months thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on December 12, 2020.

Each restricted stock unit ("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. Amended and Restated 2014 Incentive Compensation Plan.

The RSUs vest 33.3333% on the third anniversary of the grant date and vest as to an additional 8.3333% of the RSUs every three calendar months following such date such that 100% of the RSUs will have fully vested as of December 12, 2022. 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.

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