

MoSys, Inc.
Form 4
August 26, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Monson John Stearns

(Last) (First) (Middle)
3301 OLCOTT STREET
(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MoSys, Inc. [MOSY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

VP of Marketing and Sales

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Nu Sha
			Code	V	(A)	(D)				
Option to purchase common stock	\$ 3.92	08/23/2016	D			175,000	(1)	02/22/2018	Common Stock	17
Option to purchase common stock	\$ 4.46	08/23/2016	D			49,900	(3)	06/06/2023	Common Stock	49
Option to purchase common stock	\$ 0.72	08/23/2016	D		128,514		(4)	08/23/2026	Common Stock	128

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monson John Stearns 3301 OLCOTT STREET SANTA CLARA, CA 95054			VP of Marketing and Sales	

Signatures

/s/ C. Leitner by power of attorney
08/25/2016

__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) The canceled option provided for vesting as follows: 25% of the shares subject to the option on February 23, 2013 and as to 2.083% of the shares subject to the option on the 23rd day of each calendar month thereafter
On August 23, 2016, the Issuer canceled, pursuant to an option exchange program, options granted to the Reporting Person on 2/22/12
- (2) and 6/6/13. In exchange for these options to cumulatively purchase 224,900 shares, the Reporting Person received a new option to purchase 128,514 shares at a lower exercise price.
- (3) The canceled option provided for vesting as follows: 7,300, 7,300, 7,300, 21,000, 7,000 shares in fiscal years 2013, 2014, 2015, 2016 and 2017, respectively
- (4) Option granted to replace cancelled options, pursuant to an option exchange program; vests ratably over 36 months

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.