

Petrow Chester
Form 4
August 25, 2017

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 *
Petrow Chester

(Last) (First) (Middle)

C/O SITO MOBILE, LTD., 100
TOWN SQUARE PLACE, SUITE
204

(Street)

JERSEY CITY, NJ 07301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SITO MOBILE, LTD. [SITO]

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2017

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)

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 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	(A) or (D)	Price
Common Stock	07/24/2017		A		255,468	A	<u>(1)</u> <u>(2)</u> 286,968
Common Stock	08/17/2017		P		27,592	A	\$ 3.46 <u>(3)</u> 314,560
Common Stock	08/24/2017		P		41,208	A	\$ 4.32 <u>(4)</u> 355,768
Common Stock							3,250
						I	By Family Member

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.01	07/24/2017		A	100,000	(6) 07/24/2027	Common Stock	100,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Petrow Chester C/O SITO MOBILE, LTD. 100 TOWN SQUARE PLACE, SUITE 204 JERSEY CITY, NJ 07301		X		

Signatures

Mark Del Priore,
Attorney-in-Fact
08/25/2017

__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) Each restricted stock unit (each, an "RSU") represents the contingent right to receive one share of the Issuer's Common Stock. RSUs may be settled in Common Stock or cash, at the election of the Issuer.
- (2) Such RSU's will (i) vest as to 20% of such RSUs in the event that the closing price of the Issuer's Common Stock for a period of at 65 trading days is \$7.00; (ii) vest as to 30% of such RSUs in the event that the closing price of the Issuer's Common Stock for a period of at 65 trading days is \$10.00 and (iii) vest as to 50% of such RSUs in the event that the closing price of the Issuer's Common Stock for a period of at 65 trading days is \$15.00.

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The purchase prices reported in column 4 of Table I represent the weighted average purchase price of the shares purchased, ranging from

(3) \$3.35 to \$4.35 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.

The purchase prices reported in column 4 of Table I represent the weighted average purchase price of the shares purchased, ranging from

(4) \$4.24 to \$4.35 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price

(5) Shares are held by an immediate family member. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(6) The stock option will vest ratably on the first four anniversaries of the date of grant. Options may be settled in Common Stock or cash, at the election of the Issuer.

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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