

Dolby Laboratories, Inc.
Form 4
April 29, 2015

FORM 4

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

OMB APPROVAL

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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 *
Dolby Dagmar

(Last) (First) (Middle)

C/O DOLBY LABORATORIES, INC., 100 POTRERO AVENUE

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Dolby Laboratories, Inc. [DLB]

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 or Disposed of (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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Class A Common Stock ⁽¹⁾ | 04/27/2015 | | C ⁽²⁾ | A \$ 0 250,000 | 250,000 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 04/27/2015 | | G ⁽²⁾ | V 250,000 D \$ 0 0 | 0 | I | By Trust ⁽³⁾ |
| Class A Common Stock ⁽¹⁾ | 04/27/2015 | | C ⁽²⁾ | A \$ 0 23,000 | 23,000 | I | By Trust ⁽³⁾ |
| Class A Common | 04/27/2015 | | G ⁽²⁾ | V 23,000 D \$ 0 0 | 0 | I | By Trust ⁽³⁾ |

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| | | | | | | | | | |
|---|------------|--|------------------|----------|---|------|--------|---|----------------------------|
| Stock | | | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 04/27/2015 | | C ⁽²⁾ | 25,000 | A | \$ 0 | 25,000 | I | By Trust ⁽³⁾ |
| Class A Common Stock | 04/27/2015 | | G ⁽²⁾ | V 25,000 | D | \$ 0 | 0 | I | By Trust ⁽³⁾ |
| Class A Common Stock | | | | | | | 100 | I | By Trust ⁽⁴⁾ |

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

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.

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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 (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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Class B Common Stock | <u>(5)</u> | 04/27/2015 | | C ⁽²⁾ | | 250,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 04/27/2015 | | C ⁽²⁾ | | 23,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 04/27/2015 | | C ⁽²⁾ | | 25,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 04/27/2015 | | G ⁽⁶⁾ | V | 1,125,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 04/27/2015 | | G ⁽⁶⁾ | V | 1,125,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock |
| Class B Common Stock | <u>(5)</u> | 04/27/2015 | | G ⁽⁶⁾ | V | 1,125,000 | <u>(5)</u> <u>(5)</u> | Class A Common Stock |

| | | | | | | |
|----------------------------|-----|------------|------------------------------|-----|-----|----------------------------|
| Class B Common Stock | (5) | 04/27/2015 | G ⁽⁶⁾ V 1,125,000 | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (5) | | | (5) | (5) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dolby Dagmar C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103 | | X | | |
| DAGMAR DOLBY TRUST UNDER DOLBY FAMILY TRUST INSTRUMENT DATED MAY 7, 1999 C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103 | | X | | |

Signatures

Daniel Rodriguez, as Attorney-in-Fact for Dagmar Dolby 04/29/2015
**Signature of Reporting Person Date
02/27/2015

Daniel Rodriguez, as Attorney-in-Fact for DAGMAR DOLBY TRUST UNDER DOLBY FAMILY TRUST INSTRUMENT DATED MAY 7, 1999

__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 share of Class A Common Stock issued upon conversion of one share of Class B Common Stock at the election of the reporting person.
- On April 27, 2015, the Dagmar Dolby Trust (as defined below) (i) converted 250,000 shares of Class B Common Stock into a like number of shares of Class A Common Stock and gifted all such shares of Class A Common Stock to an unaffiliated charitable organization, (ii) converted 23,000 shares of Class B Common Stock into a like number of shares of Class A Common Stock and gifted all such shares of Class A Common Stock to a second unaffiliated charitable organization, and (iii) converted 25,000 shares of Class B Common Stock into a like number of shares of Class A Common Stock and gifted all such shares of Class A Common Stock to a third unaffiliated charitable organization.
- (2)
- Reflects shares of Class B Common Stock (as converted or convertible, as applicable, into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Dagmar Dolby Trust"), voting power of which is shared by the Trustee and David E. Dolby, son of Dagmar Dolby, as Special Trustee of the Dagmar Dolby Trust. This report is filed jointly by Dagmar Dolby and the Dagmar Dolby Trust with respect to the securities held and transactions effected by the Dagmar Dolby Trust. The reporting persons disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
- (3)
- Reflects shares of Class A Common Stock held of record by Dagmar Dolby as Trustee of the Dolby Family Administrative Trust established under the Dolby Family Trust instrument, dated May 7, 1999 (the "Dolby Administrative Trust"), voting and dispositive power of which is held by Dagmar Dolby. This report is filed by Dagmar Dolby with respect to the securities held by the Dolby Administrative Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (4)
- Shares of Class B Common Stock are convertible at any time at the option of the holder into shares of Class A Common Stock on a 1-for-1 basis.
- (5)
- On April 27, 2015, each of the Dagmar Dolby 2014 Trust AA and the Dagmar Dolby 2014 Trust BB (as defined below) transferred 1,125,000 shares of Class B Common Stock to the Dagmar Dolby Trust. Each of the Dagmar Dolby 2014 Trust AA and the Dagmar Dolby 2014 Trust BB is a grantor retained annuity trust ("GRAT") whose trust instrument requires an annual annuity payment to the Dagmar Dolby Trust and each such share transfer was made in satisfaction of these annuity payment requirements and pursuant to the terms of each GRAT's trust instrument. No reporting person paid or received any funds or other consideration in connection with such share transfers. Applicable guidance provides that share transfers made in satisfaction of a GRAT's annuity payment requirements are exempt from the reporting requirements of Section 16(a) and the provisions of Section 16(b) of the Securities Exchange Act of 1934 and as a result the reporting persons are voluntarily reporting such share transfers.
- (6)
- Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby 2014 Trust AA, dated March 5, 2014 (the "Dagmar Dolby 2014 Trust AA"), voting power of which is held by Thomas E. Dolby, son of Dagmar Dolby, as Special Trustee of the Dagmar Dolby 2014 Trust AA. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Dagmar Dolby 2014 Trust AA. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (7)
- Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby 2014 Trust BB, dated March 5, 2014 (the "Dagmar Dolby 2014 Trust BB"), voting power of which is held by David E. Dolby as Special Trustee of the Dagmar Dolby 2014 Trust BB. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Dagmar Dolby 2014 Trust BB. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (8)
- Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Ray Dolby Trust"), voting power of which is shared by the Trustee and David E. Dolby as Special Trustee of the Ray Dolby Trust. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (9)
- (10) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Marital Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Marital Trust"), voting power of which is shared by the Trustee and David E. Dolby as Special Trustee of the Marital Trust. This report is filed by

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Dagmar Dolby with respect to the securities held by the Marital Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (11) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2002 Trust A, dated April 19, 2002 (the "Ray Dolby 2002 Trust A"), voting power of which is held by Thomas E. Dolby as Special Trustee of the Ray Dolby 2002 Trust A. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2002 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (12) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2002 Trust B, dated April 19, 2002 (the "Ray Dolby 2002 Trust B"), voting power of which is held by David E. Dolby as Special Trustee of the Ray Dolby 2002 Trust B. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2002 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (13) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2011 Trust A, dated December 14, 2011 (the "Ray Dolby 2011 Trust A"), voting power of which is held by Thomas E. Dolby as Special Trustee of the Ray Dolby 2011 Trust A. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2011 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (14) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2011 Trust B, dated December 14, 2011 (the "Ray Dolby 2011 Trust B"), voting power of which is held by David E. Dolby as Special Trustee of the Ray Dolby 2011 Trust B. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2011 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (15) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dolby Holdings II LLC, a limited liability company (the "Family LLC"), investment power of which is held by Dagmar Dolby, manager of the Family LLC, and voting power of which is held by (i) Thomas E. Dolby, a special manager of the Family LLC, with respect to 50% of such shares, and (ii) David E. Dolby, a special manager of the Family LLC, with respect to 50% of such shares. This report is filed by Dagmar Dolby with respect to the securities held by the Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

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.