

IZEA, Inc.  
Form 3  
March 02, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Schram Ryan S                           |         | (Month/Day/Year)                     | IZEA, Inc. [IZEA]                                  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| 480 NORTH ORLANDO AVENUE,Â SUITE 200      |         | 02/26/2016                           | (Check all applicable)                             |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director       | <input type="checkbox"/> 10% Owner                                     |
| WINTER PARK,Â FLÂ 32789                   |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| (City)                                    | (State) | (Zip)                                | (give title below)                                 | (specify below)  |
|   |         |                                      | Chief Operating Officer                            | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 1,444   | D  | Â   |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                       | Date Exercisable | Expiration Date |              | Amount or Number of Shares |        | or Indirect (I) (Instr. 5) |   |
|-----------------------|------------------|-----------------|--------------|----------------------------|--------|----------------------------|---|
| Option (Right to Buy) | Â (1)            | 05/25/2017      | Common Stock | 3,125                      | \$ 120 | D                          | Â |
| Option (Right to Buy) | Â (2)            | 05/25/2017      | Common Stock | 625                        | \$ 120 | D                          | Â |
| Option (Right to Buy) | Â (3)            | 03/01/2023      | Common Stock | 5,000                      | \$ 5   | D                          | Â |
| Option (Right to Buy) | Â (4)            | 03/01/2023      | Common Stock | 3,750                      | \$ 5   | D                          | Â |
| Option (Right to Buy) | Â (5)            | 05/20/2019      | Common Stock | 10,000                     | \$ 5.4 | D                          | Â |
| Option (Right to Buy) | Â (6)            | 11/03/2018      | Common Stock | 37,500                     | \$ 6.8 | D                          | Â |
| Option (Right to Buy) | Â (7)            | 01/02/2025      | Common Stock | 6,667                      | \$ 5.6 | D                          | Â |
| Option (Right to Buy) | Â (8)            | 04/01/2025      | Common Stock | 1,217                      | \$ 7.8 | D                          | Â |
| Option (Right to Buy) | Â (9)            | 07/01/2025      | Common Stock | 511                        | \$ 8.4 | D                          | Â |
| Option (Right to Buy) | Â (10)           | 10/01/2025      | Common Stock | 560                        | \$ 8   | D                          | Â |
| Option (Right to Buy) | Â (11)           | 01/01/2026      | Common Stock | 6,355                      | \$ 7.6 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Schram Ryan S<br>480 NORTH ORLANDO AVENUE<br>SUITE 200<br>WINTER PARK, FL 32789 | Â X           | Â         | Â Chief Operating Officer | Â     |

## Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for Ryan S. Schram 03/02/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) These options to purchase shares were issued under the Issuer's May 2011 Equity Incentive Plan (the "Plan") and vested 25% on May 25, 2013, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-40 reverse stock split that was effected on July 31, 2012 and the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (2) These options to purchase shares were issued under the Plan and vested 25% on June 30, 2012, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-40 reverse stock split that was effected on July 31, 2012 and the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (3) These options to purchase shares were issued under the Plan and vested in 36 equal installments monthly over the 36 months following the grant date, March 1, 2013. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (4) These options to purchase shares were issued on March 1, 2013 under the Plan and fully vested on March 1, 2014. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (5) These options to purchase shares were issued under the Plan and vest in 60 equal installments monthly over the 60 months following the grant date, May 20, 2013. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (6) These options to purchase shares were issued under the Plan and vested 25% on November 3, 2014, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (7) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, January 2, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (8) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, April 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (9) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, July 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (10) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, October 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (11) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, January 1, 2016. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.

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.