

Tiger Media, Inc.
Form 4
March 24, 2015

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 *
Brauser Daniel

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Tiger Media, Inc. [IDI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O TIGER MEDIA, INC., 2650 N. MILITARY TRAIL, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2015

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

BOCA RATON, FL 33431

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series A Non-Voting Convertible Preferred Stock	(1)	03/21/2015(2)	A	52,507					(1)	(1)	Common Stock	52,507
Restricted Stock Units	(3)	03/21/2015(4)	A	100,000					(5)	(5)	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brauser Daniel C/O TIGER MEDIA, INC., 2650 N. MILITARY TRAIL, SUITE 300 BOCA RATON, FL 33431	X			

Signatures

/s/ Daniel
Brauser

03/24/2015

**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 Series A Non-Voting Convertible Preferred Stock converts into shares of Tiger Media, Inc. ("Tiger Media") common stock on a one for one basis only if Mr. Brauser sells the underlying Tiger Media shares of common stock to a non-affiliated third party, at which time the Series A Non-Voting Convertible Preferred Stock shall convert. This Form 4 does not include up to 22,503 shares of Series A Non-Voting Convertible Preferred Stock of Tiger Media that may be issued to Mr. Brauser to the extent certain revenue targets are achieved as set forth in the Merger Agreement and Plan of Reorganization by and among Tiger Media, The Best One, Inc. ("TBO") and the other parties thereto, dated December 14, 2014, as amended (the "Merger Agreement").
- (1) Non-Voting Convertible Preferred Stock of Tiger Media that may be issued to Mr. Brauser to the extent certain revenue targets are achieved as set forth in the Merger Agreement and Plan of Reorganization by and among Tiger Media, The Best One, Inc. ("TBO") and the other parties thereto, dated December 14, 2014, as amended (the "Merger Agreement").
 - (2) Received in exchange for preferred stock of TBO pursuant to the Merger Agreement.
 - (3) Each restricted stock unit represents the right to receive one share of common stock.
 - (4) Represents restricted stock units assumed by Tiger Media pursuant to the Merger Agreement.

- The restricted stock units were originally granted to Mr. Brauser on October 2, 2014. The restricted stock units vest in equal quarterly installments over a two year period commencing on January 2, 2015. The restricted stock units immediately vest upon a change of control of TBO. The acquisition of TBO pursuant to the Merger Agreement was not deemed a change of control for vesting.
- (5) installments over a two year period commencing on January 2, 2015. The restricted stock units immediately vest upon a change of control of TBO. The acquisition of TBO pursuant to the Merger Agreement was not deemed a change of control for 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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