

Dolby Ray
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Dolby Ray

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94103-4813

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2012

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)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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.

SEC 1474 (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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

Edgar Filing: Dolby Ray - Form 4

| (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 or Number of Shares | |
| Class B Common Stock | <u>(1)</u> | 12/31/2012 | | | | | | | Class A Common Stock | 2,500,000 | |
| Class B Common Stock | <u>(1)</u> | | <u>J</u> ⁽³⁾ | | 2,500,000 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | <u>(1)</u> | |
| Class B Common Stock | <u>(1)</u> | | | | | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | <u>(1)</u> | |
| Class B Common Stock | <u>(1)</u> | | | | | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | <u>(1)</u> | |
| Class B Common Stock | <u>(1)</u> | | | | | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | <u>(1)</u> | |
| Class B Common Stock | <u>(1)</u> | | | | | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | <u>(1)</u> | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dolby Ray C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103-4813 | | | X | |

Signatures

/s/ Patrick McCabe,
 Attorney-in-Fact
 **Signature of Reporting Person
 01/02/2013
 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) 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.
- (2) 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, spouse of the

Edgar Filing: Dolby Ray - Form 4

reporting person and manager of the Family LLC, and voting power of which is held by (i) Thomas E. Dolby, son of the reporting person and a special manager of the Family LLC, with respect to 50% of such shares, and (ii) David E. Dolby, son of the reporting person and a special manager of the Family LLC, with respect to 50% of such shares. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(3) On December 31, 2012, the Dolby Family Trust, dated May 7, 1999, the holder of 100% of the membership interests in the Family LLC and of which the reporting person and his spouse, Dagmar Dolby, serve as Trustees, transferred (i) 50% of the membership interests in the Family LLC to the Dolby 2012 GC Trust A, dated December 5, 2012, and (ii) 50% of the membership interests in the Family LLC to the Dolby 2012 GC Trust B, dated December 5, 2012, in each case in exchange for a promissory note with a principal amount of approximately \$37,000,000. The members of the Family LLC have no investment control over the securities held by the Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein

(4) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by the reporting person and his spouse, Dagmar Dolby, as Trustees of the Ray Dolby Trust under the Dolby Family Trust Instrument, dated May 7, 1999. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(5) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by the reporting person and his spouse, Dagmar Dolby as Trustees of the Ray Dolby 2011 Trust A, dated December 14, 2011, voting power of which is held by Thomas E. Dolby, son of the reporting person, as Special Trustee of the Ray Dolby 2011 Trust A, dated December 14, 2011. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(6) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by the reporting person and his spouse, Dagmar Dolby, as Trustees of the Ray Dolby 2011 Trust B, dated December 14, 2011, voting power of which is held by David E. Dolby, son of the reporting person, as Special Trustee of the Ray Dolby 2011 Trust B, dated December 14, 2011. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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 the reporting person and his spouse, Dagmar Dolby, as Trustees of the Ray Dolby 2002 Trust A dated April 19, 2002, voting power of which is held by Thomas E. Dolby, son of the reporting person, as Special Trustee of the Ray Dolby 2002 Trust A dated April 19, 2002. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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 the reporting person and his spouse, Dagmar Dolby, as Trustees of the Ray Dolby 2002 Trust B dated April 19, 2002, voting power of which is held by David E. Dolby, son of the reporting person, as Special Trustee of the Ray Dolby 2002 Trust B dated April 19, 2002. The reporting person disclaims beneficial ownership of these securities except to the extent of his 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.