

EVOLVING SYSTEMS INC
 Form 4
 March 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 SINGER JULIAN D.

2. Issuer Name and Ticker or Trading Symbol
 EVOLVING SYSTEMS INC
 [EVOL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O EVOLVING SYSTEMS,
 INC., 9777 PYRAMID COURT,
 SUITE 100

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/10/2017

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

(Street)
 ENGLEWOOD, CO 80112

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	03/10/2017		A	V Amount (A) or (D) 190,000 ⁽²⁾	Price \$ 0.001 ⁽³⁾	D	
Common Stock					245,138 ⁽⁴⁾	I	by JDS1 LLC

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

SEC 1474 (9-02)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SINGER JULIAN D.
C/O EVOLVING SYSTEMS, INC.
9777 PYRAMID COURT, SUITE 100
ENGLEWOOD, CO 80112

Signatures

/s/ Julian D. Singer 03/10/2017

**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) This is a grant of restricted stock vesting over a four-year period, with one-fifth vesting on January 1, 2018 and the balance vesting in equal increments beginning in March 2018 through March 2021. Restrictions on 40% of the Award will lapse (shares will vest) based upon achievement by the Company of annual performance targets established by the Board of Directors.

(2) On March 10, 2017, Mr. Singer was appointed the Chairman of the Strategic Initiatives Committee of the Board of Directors, formed to assist Company management with evaluating strategic partnerships, mergers and acquisitions.

(3) Nominal consideration of par value (\$.001) per share was paid for the restricted stock.

(4) The reporting person is a beneficiary of Singer Children's Management Trust and disclaims beneficial ownership over any securities held by Singer Children's Management Trust except to the extent of his reportable pecuniary interest therein. Singer Children's Management Trust owns 2,645,638 shares of Common Stock of the Issuer. Pursuant to Rule 16a-8(b), the reporting person is not deemed to have a reportable pecuniary interest in shares held by Singer Children's Management Trust.

(5) The Reporting Person is the managing member of JDS1 LLC and controls all investment decisions of the entity.

Edgar Filing: EVOLVING SYSTEMS INC - Form 4

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.