

Hartstein Philip  
 Form 4  
 December 14, 2017

**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 \*  
 Hartstein Philip

(Last) (First) (Middle)

C/O FINJAN HOLDINGS, INC., 2000 UNIVERSITY AVENUE, SUITE 600

(Street)

EAST PALO ALTO, CA 94303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 FINJAN HOLDINGS, INC. [FNJN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/12/2017

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)  
 President & CEO

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

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3)                | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                           |                 |              |         |
|------------------------------------|--|----------------------|-----------------|---|------------------|------------------|---------------------------|-----------------|--------------|---------|
|                                    |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable          | Expiration Date | Title        | Amount  |
| Common Stock Option (right to buy) | \$ 2.25                                  | 12/12/2017           | A               |   | 190,000          |                  | 12/12/2018 <sup>(1)</sup> | 12/12/2027      | Common Stock | 190,000 |
| Restricted Stock Units             | \$ 0 <sup>(2)</sup>                      | 12/12/2017           | A               |   | 200,000          |                  | <sup>(3)</sup>            | <sup>(3)</sup>  | Common Stock | 200,000 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Hartstein Philip  
 C/O FINJAN HOLDINGS, INC.  
 2000 UNIVERSITY AVENUE, SUITE 600  
 EAST PALO ALTO, CA 94303

President & CEO

## Signatures

/s/ Philip Hartstein                      12/14/2017

                                              Date  
 \*\*Signature of Reporting Person

## 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) The option will vest and become exercisable as to 56,667 shares of common stock of Finjan Holdings, Inc. on the first anniversary of the grant date and vest as to 12.5% of the remaining balance of the shares of common stock in equal installments every three calendar months thereafter, such that 100% of the shares subject to the option will be fully vested and exercisable on December 12, 2020.
- (2) Each restricted stock unit ("RSU") granted to the reporting person represents the contingent right to receive one share of common stock of Finjan Holdings, Inc. or its equivalent cash value, subject to the terms and conditions of the Finjan Holdings, Inc. Amended and Restated 2014 Incentive Compensation Plan.
- (3) The RSUs vest 33.3333% on the third anniversary of the grant date and vest as to an additional 8.3333% of the RSUs every three calendar months following such date such that 100% of the RSUs will have fully vested as of December 12, 2022. The RSUs will be settled upon vesting.

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.