

IZEA, Inc.
Form 4
May 18, 2016

FORM 4

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

OMB APPROVAL

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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 *
GARDNER LINDSAY A

(Last) (First) (Middle)

480 NORTH ORLANDO AVENUE, SUITE 200

(Street)

WINTER PARK, FL 32789

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IZEA, Inc. [IZEA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2016

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)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/16/2016		M	3,261 A	\$ 0 (1) 68,179 (2)	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	05/16/2016		A	3,261	⁽³⁾ / ⁽³⁾	Common Stock	3,261
Restricted Stock Units	\$ 0 ⁽¹⁾ ⁽²⁾	05/16/2016		M	3,261	⁽³⁾ / ⁽³⁾	Common Stock	3,261

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER LINDSAY A 480 NORTH ORLANDO AVENUE SUITE 200 WINTER PARK, FL 32789	X			

Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for Lindsay A. Gardner 05/16/2016

**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) Each Restricted Stock Unit represents a right to receive at settlement one share of Issuer common stock.
- (2) This transaction represents the settlement of Restricted Stock Units in shares of Issuer common stock.

Restricted Stock Units ("RSU") received for director fees valued at \$18,750 based on the closing market price of \$5.75 on the grant date, vesting as to 362 shares on May 16, 2016 and 362 shares on the last day of each month from May 31, 2016 through November 30, 2016

(3) and the final vesting of 365 shares on December 31, 2016. The Issuer shares of common stock underlying the RSU were issued on the grant date, but are restricted by the vesting period of the RSU. In the event the Reporting Person no longer serves as a director at each vesting date, any unvested shares will be forfeited to the Issuer. The RSU has no expiration date.

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.