

KNUTSON SUSAN M
Form 4
July 26, 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 *
KNUTSON SUSAN M

2. Issuer Name and Ticker or Trading Symbol
Good Times Restaurants Inc.
[GTIM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
141 UNION BLVD., #400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2017

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

LAKESWOOD, CO 80228

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 07/24/2017 | | M | | 18,163 (1) \$ 0 | D | |

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)

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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. F... Der... Sec... (In... | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option | \$ 4.41 | | | | | 11/14/2011 | 11/14/2018 | Common | 2,034 |
| Incentive Stock Option | \$ 3.45 | | | | | 11/06/2012 | 11/06/2019 | Common | 1,267 |
| Incentive Stock Option | \$ 1.56 | | | | | 12/13/2013 | 12/13/2020 | Common | 5,323 |
| Incentive Stock Option | \$ 2.31 | | | | | 01/02/2016 | 01/02/2023 | Common | 18,132 |
| Incentive Stock Option | \$ 2.48 | | | | | 11/21/2016 | 11/21/2024 | Common | 10,000 |
| Incentive Stock Option | \$ 7.79 | | | | | <u>(2)</u> | 03/13/2025 | Common | 5,520 |
| Incentive Stock Option | \$ 5.29 | | | | | <u>(3)</u> | 11/23/2025 | Common | 4,159 |
| Restricted Stock Unit | \$ 0 | | | | | <u>(4)</u> | 11/23/2018 | Common | 3,493 |
| Incentive Stock Option | \$ 3.15 | | | | | <u>(5)</u> | 11/16/2026 | Common | 7,700 |
| Restricted Stock Unit | \$ 0 | | | | | <u>(6)</u> | 11/16/2019 | Common | 6,191 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

KNUTSON SUSAN M
141 UNION BLVD., #400
LAKEWOOD, CO 80228

Controller

Signatures

Susan M. 07/26/2017
Knutson

**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).
Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 18,163 restricted stock units which vested on July 23, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.
- (2) The Incentive Stock Options vest in three equal annual installments with the first installment vesting March 13, 2016.
- (3) The Incentive Stock Options vest in three equal annual installments with the first installment vesting November 23, 2016.
- (4) The reporting person was granted 5,240 restricted stock units on November 23, 2015 vesting at 1/3 of the total granted amount over three years. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.
- (5) The Incentive Stock Options vest in three equal annual installments with the first installment vesting November 16, 2017.
- (6) The reporting person was granted 6,191 restricted stock units on November 16, 2016 vesting at 1/3 of the total granted amount over three years. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission.

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.