

MoSys, Inc.
Form 4
August 26, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIORDAN THOMAS

(Last) (First) (Middle)

**C/O PMC SIERRA, 3975
FREEDOM CIRCLE**

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MoSys, Inc. [MOSY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2016

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) below)

Chief Operating Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)

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 Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title	Am Nu Sha
			Code	V	(A)	(D)				
Option to purchase common stock	\$ 6.06	08/23/2016	D			400,000	<u>(1)</u>	05/10/2017	Common Stock	40
Option to purchase common stock	\$ 2.99	08/23/2016	D			400,000	<u>(3)</u>	12/21/2017	Common stock	40
Option to purchase common stock	\$ 0.72	08/23/2016	D		457,142		<u>(4)</u>	08/23/2026	Common Stock	45

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIORDAN THOMAS C/O PMC SIERRA 3975 FREEDOM CIRCLE SANTA CLARA, CA 95054			Chief Operating Officer	

Signatures

/s/ C. Leitner by power of attorney
08/25/2016

__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) The canceled option provided for vesting as follows: 25% of the shares subject to the option on May 9, 2012 and as to 2.083% of the shares subject to the option on the 23rd day of each calendar month thereafter
On August 23, 2016, the Issuer canceled, pursuant to an option exchange program, options granted to the Reporting Person on 5/10/11 and 12/21/11. In exchange for these options to cumulatively purchase 800,000 shares, the Reporting Person received a new option to purchase 457,142 shares at a lower exercise price.
- (2) and 12/21/11. In exchange for these options to cumulatively purchase 800,000 shares, the Reporting Person received a new option to purchase 457,142 shares at a lower exercise price.
- (3) The canceled option provided for vesting as follows: 25% of the shares subject to the option on December 21, 2012 and as to 2.083% of the shares subject to the option on the 21st day of each calendar month thereafter
- (4) Option granted to replace cancelled options, pursuant to an option exchange program; vests ratably over 36 months.

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.