

Wu Zhanming  
Form 4  
October 23, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wu Zhanming

(Last) (First) (Middle)

C/O DACHAO ASSET MGMT  
(SHANGHAI) CO, LTD, ROOM  
703, NO.5, LANE 868, PUMING  
ROAD

(Street)

SHANGHAI, F4 200120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

One Horizon Group, Inc. [OHGI]

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

10/15/2018

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

**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 (1) (2)	(A) or (D)	Price (1) (2)
Common Stock	10/15/2018 <sup>(1)(2)</sup>		J		354,409 (1) (2)	A	15,354,409
							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  
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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. Pri Deriv Secur (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)						
						12/22/2014	12/21/2018	Common Stock	64,815
Class C Warrant (right to buy)	\$ 18								
Class D Warrant (right to buy)	\$ 21					12/22/2014	12/21/2018	Common Stock	64,815

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wu Zhanming C/O DACHAO ASSET MGMT (SHANGHAI) CO, LTD ROOM 703, NO.5, LANE 868, PUMING ROAD SHANGHAI, F4 200120	X

## Signatures

/s/ Zhanming  
Wu 10/23/2018

\_\_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) On or about October 15, 2018, pursuant to the terms of a Settlement Agreement dated as of October 15, 2018, by and among the Reporting Person, the Issuer, Mark White, Martin Ward, Richard Vos, Nicholas Carpinello, and Robert Law (the "Settlement Agreement"), the Issuer issued 354,409 shares of the Issuer's common stock to the Reporting Person. The number of shares of common stock issued to the Reporting Person was determined by dividing \$100,000 by the average of the closing prices of the Issuer's shares of Common Stock on The NASDAQ Stock Market during the five consecutive trading days preceding entry into the Settlement Agreement, which average was \$0.28216.
- (2) In the Settlement Agreement, the Issuer agreed to reimburse the Reporting Person \$100,000 in the form of shares of common stock in lieu of cash, which amount reflects a portion of the legal expenses incurred by the Reporting Person in prosecuting two actions against the

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Issuer and its directors in the Delaware Court of Chancery, which were the subject of the Settlement Agreement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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