

Petrow Chester
Form 4/A
August 27, 2018

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 *
Petrow Chester

(Last) (First) (Middle)

C/O SITO MOBILE, LTD., 100
TOWN SQUARE PLACE, SUITE
204

(Street)

JERSEY CITY, NJ 07301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SITO MOBILE, LTD. [SITO]

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

4. If Amendment, Date Original Filed(Month/Day/Year)
08/25/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					100,000 ⁽¹⁾	D	
Common Stock	04/27/2018		A		32,127	A	⁽²⁾ 132,127
Common Stock	05/29/2018		G ⁽³⁾	V	40,000	D	\$ 0 92,127
Common Stock	05/29/2018		G ⁽³⁾	V	40,000	A	\$ 0 40,000
Common Stock	06/06/2018		A		225,468 ⁽⁴⁾	A	\$ 0 317,595

Common Stock		3,250	I	By Family Member <u>(5)</u>
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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.

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(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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.01					<u>(6)</u>	07/24/2027	Common Stock	100,000 <u>(7)</u>
Stock Option (Right to Buy)	\$ 6.01	06/06/2018		A	100,000	<u>(6)</u>	07/24/2027	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Petrow Chester
C/O SITO MOBILE, LTD.
100 TOWN SQUARE PLACE, SUITE 204
JERSEY CITY, NJ 07301

X

Signatures

Thomas J. Pallack,
Attorney-in-Fact

08/27/2018

**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 August 25, 2017, the reporting person mistakenly filed a Form 4 reporting the award of 255,468 shares of restricted stock units that did not in fact occur.

The 32,127 shares represents the shares of SITO Mobile, Ltd.'s (the "Issuer") common stock granted to the reporting person, pursuant to the Issuer's 2017 Equity Incentive Plan in lieu of a cash bonus calculated by reference to the closing share price of the Issuer's shares on the NASDAQ Stock Market on March 29, 2018, which was \$4.02.
 - (2) The reporting person gifted 40,000 share of the Issuer's common stock to his wife.

Each restricted stock unit (each, an "RSU") represents the contingent right to receive one share of the Issuer's common stock. The RSUs will (i) vest as to 20% of such RSUs in the event that the closing price of the Issuer's common stock for a period of at 65 trading days is \$7.00; (ii) vest as to 30% of such RSUs in the event that the closing price of the Issuer's common stock for a period of at 65 trading days is \$10.00 and (iii) vest as to 50% of such RSUs in the event that the closing price of the Issuer's common stock for a period of at 65 trading days is \$15.00.
 - (3) Shares are held by an immediate family member. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
 - (4) The stock options will vest annually over four years, starting on July 24, 2018.
 - (5) On August 25, 2017, the reporting person mistakenly filed a Form 4 reporting the award of 100,000 stock options that did not in fact occur.

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.