

PCS EDVENTURES COM INC
 Form 4
 December 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
HACKETT TODD RAYMOND

2. Issuer Name and Ticker or Trading Symbol
PCS EDVENTURES COM INC [PCSV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1923 WILDWOOD LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2014

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
CO-CEO

MUSCATINE, IA 52761

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(A) or (D)	Price
							\$
Restricted Stock Unit	09/01/2014 ⁽¹⁾		A		150,000	A	0.15
							<u>(2)</u>
					25,825,390	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Convertible Promissory Note	\$ 0.04 ⁽³⁾	10/21/0014		A		5,000,000		10/21/2014	<u>(7)</u>	Restricted Common Stock Unit
Warrants to purchase Common Stock	\$ 0.04 ⁽⁴⁾	01/22/0015		A		2,000,000		01/22/0015	01/22/0018	Restricted Common Stock Unit
Restricted Common Stock Unit	\$ 0.19 ⁽⁵⁾	09/24/0015		A		81,000		09/30/0016	09/30/0016 ⁽⁶⁾	Restricted Common Stock Unit

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HACKETT TODD RAYMOND 1923 WILDWOOD LANE MUSCATINE, IA 52761			CO-CEO	

Signatures

/s/ Todd Hackett 12/17/2015

**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) Grant of Restricted Stock Units. The Board of Directors of the Company granted the reporting person (the "Participant") 150,000 restricted stock units (the "Restricted Stock Units") on September 1, 2014 (the "Grant Date"), in accordance with the provisions of Article 6 of the Company's 2009 Equity Compensation Plan (the "Plan"), representing compensation for board services for the period of September 1, 2014, through September 30, 2015. On September 30, 2015, the Plan's Vesting and Settlement conditions of: (i) the Participant has been re-elected as a director at the annual meeting of the Company's shareholders in September 2015; and (ii) the Participant has continued to serve as a Company director through September 30, 2015, were satisfied.
 - (2) The Restricted Stock Units are revalued at date of vesting and were issued on November 16, 2015.
 - (3) Convertible Promissory Note dated October 21, 2014, at the sole option of Lender, the outstanding balance of this Note may be converted into shares of Rule 144 Restricted Common Stock of the Borrower at a price per share of \$0.04.
 - (4) As part of the Promissory Note first dated January 16, 2015, the Company has issued warrants ("Original Warrants") to acquire up to 2,000,000 shares of Company's common stock for \$0.04 per share exercisable at any time within 36 months after the date of issuance of the Original Warrants.

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Grant of Restricted Stock Units. The Board of Directors of the Company also granted the Participant 81,000 Restricted Stock Units on September 24, 2015 (the "Grant Date"), in accordance with the provisions of Article 6 of the Company's Plan, at the close of market price,

- (5) representing compensation for board services for the period of October 1, 2015, through September 30, 2016. Each Restricted Stock Unit represents the right to receive one share of the Company's common stock in the future, subject to the restrictions and other conditions set forth in the Restricted Stock Unit Award Agreement (the "Agreement") and in the Plan.
- (6) The Restricted Stock Units do not vest and are forfeitable until the "Vesting and Settlement" conditions of the Agreement have been satisfied. The Restricted Stock Units are revalued at date of vesting and are issued when administratively practicable.
- (7) Date of note pay off.

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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