

PCS EDVENTURES COM INC
 Form 4
 May 03, 2016

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 *
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)

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

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

1923 WILDWOOD LANE

04/29/2016

(Street)

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

MUSCATINE, IA 52761

(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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Rule 144 Restricted Common Stock ⁽¹⁾ | 04/29/2016 | | A | | 5,763,014 | A | \$ 0.04 |
| | | | | | 31,588,404 | 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)

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Warrants to purchase Common Stock | \$ 0.04 ⁽²⁾ | 01/22/2015 | | A | 2,000,000 | 01/22/2015 | 01/22/2018 | Restricted Common Stock Unit | 2,000,000 |
| Restricted Common Stock Unit | \$ 0.19 ⁽³⁾ | 09/24/2015 | | A | 81,000 | 09/30/2016 | 09/30/2016 | Restricted Common Stock Unit | 81,000 |

Reporting Owners

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

Signatures

/s/ Todd Hackett 05/03/2016

**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) Convertible Promissory Note dated October 21, 2014, at the sole option of Lender, the outstanding balance of this Note and accrued interest may be converted into shares of Rule 144 Restricted Common Stock of the Borrower at a price per share of \$0.04.

(2) 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.

(3) 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, 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.

Remarks:

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The Restricted Stock Units do not vest and are forfeitable until the "Vesting and Settlement" conditions of the Agreement have

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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