SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Ad Fried Rob | ddress of Reporting $\operatorname{\underline{ert}} \operatorname{\underline{N}}$ | F CISOIT | 2. Date of Event Requiring Statement (Month/Day/Year) 03/20/2015 3. Issuer Name and Ticker or Trading Symbol <u>Tiger Media, Inc.</u> [IDI] | | | | | | | |
|--|---|----------|---|--------------------|--|--|------------------------------------|---|---|---|
| (Last) (First) (Middle) C/O TIGER MEDIA, INC., | | | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| 2650 N. MILITARY TRAIL, SUITE 300 | | | | | Officer (give title X below) | Other (spe below) | · | | vidual or Joint/ able Line) | /Group Filing (Check |
| (Street) | | | | | Chairman | | | X Form filed by One Reporting Person | | |
| BOCA RATON | FL | 33431 | | | | | | | Form filed by Reporting Pe | y More than One erson |
| (City) | (State) | (Zip) | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | Amount of Securities Beneficially Owned (Instr. 4) | | | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| Common Stock ⁽¹⁾ | | | | | 218,671 | D | D | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securit Underlying Derivative Securit | y (Instr. 4) Conve or Exe | | sion | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | | Direct (D) or Indirect (I) (Instr. 5) | |
| Stock Options ⁽¹⁾ | | (2) | 01/11/2020 | Common Stock | 10,000 | 35.7 | | D | | |
| Stock Options ⁽¹⁾ | | (2) | 02/08/2022 | Common Stock | 20,000 | 5.3 | | D | | |
| Stock Options ⁽¹⁾ | | | (2) | 11/11/2023 | Common Stock | 2,000 | 8.1 | | D | |
| Restricted Stock Units ⁽¹⁾ | | (3) | (3) | Common Stock | 37,000 | (4) | | D | | |

Explanation of Responses:

1. This Form 3 is being filed as the result of the determination by the Issuer that, in accordance with Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "Act"), it is no longer a foreign private issuer and is now subject to the reporting requirements of the Act and the rules thereunder applicable to a U.S. domestic issuer.

2. Fully vested and immediately exercisable.

3. The restricted stock units vest on the earlier of July 28, 2015 or an involuntary separation from service from Tiger Media, Inc. other than for cause.

4. Each restricted stock unit represents the right to receive one share of common stock.

Remarks:

/s/ Robert N. Fried

03/20/2015 Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.