

Schaffer Shelly B.
Form 4
March 27, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schaffer Shelly B.

(Last) (First) (Middle)

900 CHESAPEAKE DRIVE,
SECOND FLOOR

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Support.com, Inc. [SPRT]

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

03/25/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CFO

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	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. I

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 9)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/25/2013	A		83,250		<u>(3)(4)</u>	<u>(6)</u>	Common Stock	83,250
Restricted Stock Unit	\$ 0	03/25/2013	A		49,950 <u>(1)</u>		<u>(3)(5)</u>	<u>(6)</u>	Common Stock	49,950
Restricted Stock Unit	\$ 0	03/25/2013	A		33,300 <u>(2)</u>		<u>(3)(5)</u>	<u>(6)</u>	Common Stock	33,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Schaffer Shelly B.
900 CHESAPEAKE DRIVE, SECOND FLOOR
REDWOOD CITY, CA 94063

EVP & CFO

Signatures

/s/ Greg Wrenn, by power of attorney

**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) If the Company achieves 90% or more of its Board-approved target revenue for fiscal year 2013, then 50% to 100% of the shares subject to this grant (based on a straight-line sliding scale of revenue achieved between 90% and 100% of plan) shall vest in accordance with Column 6. No shares subject to this grant may vest if the Company achieves less than 90% of such target revenue. In no case shall more than 100% of the shares vest.

(2) If the Company achieves 90% or more of its Board-approved target non-GAAP adjusted net income for fiscal year 2013, then 50% to 100% of the shares subject to this grant (based on a straight-line sliding scale of income achieved between 90% and 100% of plan) shall vest in accordance with Column 6. No shares subject to this grant may vest if the Company achieves less than 90% of such target income. In no case shall more than 100% of the shares vest.

(3) 1/3rd of the shares subject to the grant vest on the first anniversary of the grant date (i.e. March 25, 2014), and 1/6th of the shares subject to the grant vest on each six-month anniversary thereafter over the next two years, through March 25, 2016.

(4) This grant is eligible for 100% acceleration in the event of a Change of Control followed within one year by termination without cause or resignation for Good Reason by the grantee.

(5) This grant is eligible for 100% acceleration in the event of a Change of Control followed within one year by termination without cause or resignation for Good Reason by the grantee provided, however, that if the Change of Control occurs prior to the date performance targets are actually met as determined by the Compensation Committee of the Board of Directors, this grant will be eligible for full acceleration at the 100% target level.

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(6) Not applicable

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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