

Schram Ryan S
 Form 4
 August 16, 2017

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 *
 Schram Ryan S

2. Issuer Name and Ticker or Trading Symbol
 IZEA, Inc. [IZEA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 480 NORTH ORLANDO AVENUE, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2017

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

WINTER PARK, FL 32789

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	(D)	Price
Common Stock	08/14/2017		A		662 ⁽¹⁾	A	\$ 0 5,032

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 Amount of Underlying Securities (Instr. 3 and 4)
Option (Right to Buy)	\$ 1.95	08/14/2017		A	4,255	08/14/2017 ⁽²⁾ 08/14/2027	Common Stock 4,255

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schram Ryan S 480 NORTH ORLANDO AVENUE SUITE 200 WINTER PARK, FL 32789	X		Chief Operating Officer	

Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for Ryan S. Schram 08/16/2017

__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).
 Restricted Stock received for a Q2 2017 stock bonus valued at \$1,291 based on the closing market price of \$1.95 on the grant date of August 14, 2017. Award vests in 48 equal monthly installments. In the event the Reporting Person no longer serves as a director or employee at each vesting date, any unvested shares will be forfeited to the Issuer.
- (1) August 14, 2017. Award vests in 48 equal monthly installments. In the event the Reporting Person no longer serves as a director or employee at each vesting date, any unvested shares will be forfeited to the Issuer.
- (2) These options to purchase shares were issued under the Issuer's May 2011 Equity Incentive Plan and vest in 48 equal installments monthly starting on the grant date of August 14, 2017.

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.