

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>Bernstein Bruce</u>  (Last) (First) (Middle) <u>C/O FORM HOLDINGS CORP.,</u> <u>780 THIRD AVENUE, 12TH FLOOR</u>  (Street) <u>NEW YORK NY 10017</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORM Holdings Corp. [ FH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/03/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	12/03/2015		A		2,500	A	\$3.16	2,500	D	
Common Stock	12/23/2016		A		258,712	A	\$0 <sup>(1)(2)</sup>	293,302	I	See Footnote <sup>(6)</sup>
Common Stock	01/20/2017		A		84,243	A	\$2.31 <sup>(1)(2)</sup>	377,545	I	See Footnote <sup>(6)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series D Convertible Preferred Stock	\$6	12/23/2016		A		51,203 <sup>(3)</sup>		12/23/2016	(3)	Common Stock	409,624	\$0 <sup>(1)(2)</sup>	54,640	I	See Footnote <sup>(6)</sup>
Warrant	\$3	12/23/2016		A		258,712		12/23/2016	12/23/2021	Common Stock	258,712	\$0 <sup>(1)(2)</sup>	276,074	I	See Footnote <sup>(6)</sup>
Stock Option	\$2.12	01/17/2017		A		85,000		(4)	01/17/2027	Common Stock	85,000	\$0 <sup>(5)</sup>	85,000	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger, dated as of August 8, 2016, among FORM Holdings Corp., FHXMS, LLC, XpresSpa Holdings LLC ("XpresSpa"), Mistral XH Representative, LLC, as Unitholders' Representative, and certain XpresSpa unitholders, as amended (the "Merger Agreement"), as of the date of this filing, 283,802 shares of Series D Convertible Preferred Stock have been deposited into various escrow accounts for a period of 18 months, or such other term related to specific escrows, to cover certain indemnification claims that may be made pursuant to the Merger Agreement. For the purposes of this filing, the Reporting Person has assumed that all shares held in escrow are released to the former holders of XpresSpa (and such shares, to the extent allocable to the Reporting Person pursuant to the Merger Agreement, have been included in his beneficial ownership for purposes of this filing).
- 258,712 shares of common stock were acquired in connection with the closing of the merger that was completed on December 23, 2016, which shares have been issued but not yet delivered. 84,243 shares of common stock were purchased in a private placement at a purchase price of \$2.31 per share.
- The Series D Convertible Preferred Stock matures seven years after the date of issuance and the Issuer will pay the holders in cash, shares of common stock, or any combination thereof.
- These options to purchase shares of common stock of the Issuer vest in equal quarterly installments over a one-year period, with one-fourth vesting on the date of grant and one-fourth vesting at the end of each fiscal quarter thereafter.
- These securities were issued as part of the Issuer's annual equity compensation to non-employee directors.
- These securities are held by Rockmore Investment Master Fund Ltd., an investment entity controlled by Bruce T. Bernstein.

/s/ Bruce Bernstein 01/20/2017

\*\* Signature of Reporting Person Date

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 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).

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.