

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

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>Jenny Kara B</u> <hr/> (Last) (First) (Middle) <u>WALKER INNOVATION INC.</u> <u>TWO HIGH RIDGE PARK</u> <hr/> (Street) <u>STAMFORD CT</u> <u>06905</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WALKER INNOVATION INC. [WLKR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer Other (give title (specify below) below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/06/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price		

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 Owned Following Reporting Transaction (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
<u>Stock Option (Right to Buy)</u>	<u>\$0.39</u>	<u>09/06/2018</u>		<u>A</u>		<u>250,000</u>		<u>(1)</u>	<u>09/08/2027</u>	<u>Common Stock</u>	<u>250,000</u>	<u>(1)</u>	<u>2</u>

**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. N deri Sec Ben Own Foll Rep Tran (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$0.39	09/07/2018		D(1)			250,000	(1)	09/08/2027	Common Stock	250,000	(1)	
Stock Option (Right to Buy)	\$0.36	09/07/2018		D(2)			400,000	(2)	03/17/2026	Common Stock	400,000	(2)	
Stock Option (Right to Buy)	\$0.43	09/07/2018		D(3)			300,000	(3)	02/07/2024	Common Stock	300,000	(3)	

Explanation of Responses:

1. Stock option granted on September 8, 2017 pursuant to Walker Innovation Inc. (formerly known as Patent Properties, Inc.) 2015 Long-term Incentive Plan in respect of 83,333 shares exercisable from and after September 8, 2018; 83,333 shares exercisable from and after September 8, 2019; and 83,334 shares exercisable from and after September 8, 2020. In connection with the Plan of Complete Liquidation and Dissolution of the Company, on September 6, 2018 (the day immediately prior to the filing of the Company's Certificate of Dissolution with the State of Delaware), unvested options under this grant were vested in full and, on a date to be determined by the Company's Board of Directors, will be settled in cash in an amount equal to the difference between the exercise price and the aggregate liquidating distributions paid to the Company's stockholders in accordance with the Plan of Complete Liquidation and Dissolution.
2. Stock option granted on March 17, 2016 pursuant to Walker Innovation Inc. (formerly known as Patent Properties, Inc.) 2015 Long-term Incentive Plan in respect of 100,000 shares exercisable from and after April 3, 2016 and 37,500 shares exercisable from and after each of May 3, June 3, July 3, August 3, September 3, October 3, November 3, and December 3, 2016. In connection with the Plan of Complete Liquidation and Dissolution of the Company, on a date to be determined by the Company's Board of Directors, options under this grant will be settled in cash in an amount equal to the difference between the exercise price and the aggregate liquidating distributions paid to the Company's stockholders in accordance with the Plan of Complete Liquidation and Dissolution.
3. Stock options granted pursuant to Amended and Restated 2006 Long-term Incentive plan in respect of 100,000 Shares exercisable from and after May 27, 2015; 100,000 Shares exercisable from and after May 27, 2016; and 100,000 Shares exercisable from and after May 27, 2017.. In connection with the Plan of Complete Liquidation and Dissolution of the Company, on a date to be determined by the Company's Board of Directors, options under this grant will be settled in cash in an amount equal to the difference between the exercise price and the aggregate liquidating distributions paid to the Company's stockholders in accordance with the Plan of Complete Liquidation and Dissolution.

Remarks:

/s/Kara B. Jenny 09/07/2018

** 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.

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