

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>Siegel Jonathan</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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer Other <input checked="" type="checkbox"/> (give title below) (specify below) <u>Chief Executive 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)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			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 Transaction (Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (right to buy)	\$0.26	09/06/2018		A		200,000		(1)	05/12/2026	Common Stock	200,000	(1)	2

**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)	\$0.26	09/07/2018		D(1)			200,000	(1)	05/12/2026	Common Stock	200,000	(1)	
Stock Option (right to buy)	\$0.43	09/06/2018		A		150,000		(2)	02/10/2027	Common Stock	150,000	(2)	1
Stock Option (right to buy)	\$0.43	09/07/2018		D(2)			150,000	(2)	02/10/2027	Common Stock	150,000	(2)	
Stock Option (right to buy)	\$0.43	09/07/2018		D(3)			425,000	(3)	02/14/2024	Common Stock	425,000	(3)	
Stock Option (right to buy)	\$0.43	09/07/2018		D(4)			75,000	(4)	03/20/2025	Common Stock	75,000	(4)	
Stock Option (right to buy)	\$0.36	09/07/2018		D(5)			400,000	(5)	03/17/2026	Common Stock	400,000	(5)	
Stock Option (right to buy)	\$0.43	09/07/2018		D(6)			100,000	(6)	02/10/2027	Common Stock	100,000	(6)	

Explanation of Responses:

1. Stock option granted on May 12, 2016 pursuant to Walker Innovation Inc. 2015 Long-term Incentive Plan in respect of 16,666 shares exercisable from and after each of August 12, 2016; November 12, 2016; February 12, 2017; May 12, 2017; August 12, 2017; November 12, 2017; February 12, 2018; May 12, 2018; August 12, 2018; November 12, 2018; and February 12, 2019; and 16,674 shares exercisable from and after May 12, 2019. 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 February 10, 2017 pursuant to Walker Innovation Inc. 2015 Long-term Incentive Plan in respect of 50,000 shares exercisable from and after each of February 3, 2018; February 3, 2019; and February 3, 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.
3. Stock options granted pursuant to Amended and Restated 2006 Long-term Incentive plan in respect of 141,666 shares exercisable from and after February 14, 2015; 141,667 shares exercisable from and after February 14, 2016; and 141,667 shares exercisable from and after February 14, 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.

4. Stock option granted pursuant to Walker Innovation Inc. 2015 Long-term Incentive Plan in respect of 25,000 shares exercisable from and after February 14, 2016; 25,000 shares from and after February 14, 2017; and 25,000 shares from and after February 14, 2018. 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.
5. Stock option granted on March 17, 2016 pursuant to Walker Innovation 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.
6. Stock option granted on February 10, 2017 pursuant to Walker Innovation Inc. 2015 Long-term Incentive Plan in respect of 8,333 shares exercisable from and after each of March 3, 2017; April 3, 2017; May 3, 2017; June 3, 2017; July 3, 2017; August 3, 2017; September 3, 2017; October 3, 2017; November 3, 2017; December 3, 2017; and January 3, 2018; and 8,337 shares exercisable from and after February 3, 2018. 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/Jonathan A. Siegel 09/07/2018

** Signature of Reporting Date
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 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.