

**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

<b>1. Name and Address of Reporting Person*</b> <u>WALKER JAY S</u> _____ (Last) (First) (Middle) <u>WALKER INNOVATION INC.</u> <u>TWO HIGH RIDGE PARK</u> _____ (Street) <u>STAMFORD CT</u> <u>06905</u> _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>WALKER INNOVATION INC. [ WLKR ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer Other <input checked="" type="checkbox"/> (give title below) (specify below) <u>Executive Chairman</u>
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) <u>08/24/2015</u>	
	<b>4. If Amendment, Date of Original Filed</b> (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		
Common Stock								2,358,500	I
Common Stock	08/24/2015		P(1)		3,520	A	\$0.5	231,307	D
Common Stock	08/25/2015		P(1)		3,520	A	\$0.5	234,827	D

**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 (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Series B Convertible Preferred Stock	(3)							(3)	(3)	Common Stock	14,999,000		14,999,000

**Explanation of Responses:**

1. The purchase of the shares of Common Stock were made pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on March 19, 2015.
2. The Reporting Person is the sole member of JSW Investments, LLC, which is the managing member of Walker Digital, LLC; therefore the reporting person may be deemed to indirectly beneficially own the Issuer shares owned by Walker Digital, LLC.
3. Each share of Series B Convertible Preferred Stock is convertible, at the option of the reporting person, at any time and from time to time, into one (1) share of Issuer's Common Stock.

**Remarks:**

/s/Karen Romaine,  
attorney-in-fact

08/26/2015

\*\* 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.**