

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>WALKER JAY S</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 <input checked="" type="checkbox"/> 10% Owner Officer Other <input checked="" type="checkbox"/> (give title below) (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/14/2015</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		
Common Stock								2,358,500	I
Common Stock	09/14/2015		P(1)		3,600	A	\$ 0.3778 (4)(5)	265,135	D
Common Stock	09/15/2015		P(1)		3,600	A	\$0.37	268,735	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.
4. The number of securities reported represents an aggregate number of shares purchased in multiple open market transactions over a range of purchase prices. The price reported represents the weighted average price. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares purchased by the Reporting Person at each separate price within the range.
5. Purchase prices range from \$0.375 to \$0.38 per share, inclusive.

Remarks:

/s/Manjola Mema,
attorney-in-fact

09/16/2015

** 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.