



**Item 5.07            Submission of Matters to a Vote of Security Holders.**

On January 12, 2017, the compensation committee of the Board of Directors, the Board of Directors and a stockholder of Walker Innovation Inc. (the "Company") entitled to vote 2,358,500 shares of the Company's common stock, par value \$0.001 ("Common Stock") and 14,999,000 shares of Series B Preferred Stock, representing, collectively, approximately 82.3% of the outstanding voting stock of the Company entitled to vote on such date with respect to such corporate actions, approved a one-time stock Option Repricing program (the "Option Repricing") to permit the Company to reprice certain options to purchase the Company's Common Stock held by its current directors, officers and employees (the "Eligible Options"), which actions will become effective on the twentieth calendar day following the mailing to the Company's stockholders of the definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission, which effectiveness date is currently expected to be February 19, 2017. Under the Option Repricing, as of the date the Option Repricing becomes effective, Eligible Options with an exercise price at or above \$1.37 per share (expected to represent an aggregate of 2,743,000 options, or 58% of the total outstanding) will be amended to reduce such exercise price to the average daily volume weighted average closing price of the Common Stock on the OTCQB for the 20 trading day period immediately following such effective date or, if greater, the closing price of a share of the Company's Common Stock, as reported by the OTCQB on the business day immediately prior thereto (currently expected to be February 17, 2017).

The Company will record the impact of the repricing (which will be a charge to operations over the remaining term of the option) in the first quarter of 2017. The charge is non cash and equity neutral and in the opinion of management will have no material impact on the operating activities of the Company.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 17, 2017

WALKER INNOVATION INC.

By: /s/ Jonathan Ellenthal

Name: Jonathan Ellenthal

Title: Vice Chairman and CEO