

# **FTD COMPANIES, INC.**

Reported by  
**KUMAR SIMHA**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/14/17 for the Period Ending 08/11/17

|             |   |
|-------------|---|
| Address     | 3113 WOODCREEK DRIVE<br>DOWNERS GROVE, IL 60515 |
| Telephone   | 630 719-7800                                    |
| CIK         | 0001575360                                      |
| Symbol      | FTD   |
| SIC Code    | 5960 - Nonstore Retailers                       |
| Industry    | Other Specialty Retailers                       |
| Sector      | Consumer Cyclical                               |
| Fiscal Year | 12/31   |

# 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 OF SECURITIES

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><br><br><b>Kumar Simha</b><br><br>(Last) (First) (Middle)<br><br><b>C/O FTD COMPANIES, INC., 3113 WOODCREEK DRIVE</b><br><br>(Street)<br><br><b>DOWNERS GROVE, IL 60515</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>FTD Companies, Inc. [ FTD ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>EVP &amp; Chief Operating Officer</b> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>8/11/2017</b></p>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |  |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 8/11/2017      |                                   | A                         |   | 25000   | A          | \$0   | 25000   | D  |   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |           | 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(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------|---|-----------------|--|--|--|--|
|  |  |                |                                   | Code                      | V |  | (A)                                     | (D)       | Date Exercisable  | Expiration Date |  |  |  |  |
| Stock Option (Right to Buy)              | \$13.85  | 8/11/2017      |                                   | A                         |   | 200000   | (U)                                     | 8/11/2024 | Common Stock  | 200000          | \$0  | 200000   | D  |  |

**Explanation of Responses:**

(1) Stock option vests in four equal annual installments beginning with 25% on August 1, 2018 and continuing with 25% on each of the first three anniversaries thereafter.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |  |       |
|---|---------------|-----------|--|-------|
|   | Director      | 10% Owner | Officer                                  | Other |
| <b>Kumar Simha<br/>C/O FTD COMPANIES, INC.<br/>3113 WOODCREEK DRIVE<br/>DOWNERS GROVE, IL 60515</b> |               |           | <b>EVP &amp; Chief Operating Officer</b> |       |

**Signatures**

/s/ Simha Kumar

8/14/2017

\*\* 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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