

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Gerard Dale R | | Vivint Smart Home, Inc. [VVNT] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Interim CFO | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O VIVINT SMART HOME, INC., 4931 NORTH 300 WEST | | 1/17/2020 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| PROVO, UT 84604 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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 | | | |
| Class A Common Stock | 1/17/2020 | | A | (1)(2)(3) | 79015 | A | (1)(2)(3) | 79015 | 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 | Title | Amount or Number of Shares | | | | |
| Earnout Rights | (4)(5) | 1/17/2020 | | A | (1)(2) | 36608 | | (4)(5) | 1/17/2025 | Class A Common Stock | 36608 | (4)(5) | 36608 | D | |
| Stock Appreciation Rights | \$20.41 | 1/17/2020 | | A | (1)(2) | 21603 | | (6) | 6/8/2028 | Class A Common Stock | 21603 | (6) | 21603 | D | |

Explanation of Responses:

- Pursuant to an Agreement and Plan of Merger, dated effective as of September 15, 2019, as amended by that certain Amendment No. 1 and as otherwise amended from time to time (the "Merger Agreement"), by and among Legacy Vivint Smart Home, Inc. (f/k/a Vivint Smart Home, Inc.) ("Legacy Vivint Smart Home"), Mosaic Acquisition Corp. ("Mosaic") and Maiden Merger Sub, Inc. ("Merger Sub"), Merger Sub merged (the "Merger") with and into Legacy Vivint Smart Home, with Legacy Vivint Smart Home surviving the merger as a wholly owned subsidiary of Mosaic (which subsequently changed its name to "Vivint Smart Home, Inc.", the "Issuer").
- Pursuant to the terms of the Merger Agreement, the stockholders of Legacy Vivint Smart Home at the effective time of the Merger (the "Effective Time") received 84,532,091,679 shares of Class A common stock of the Issuer ("Class A Common Stock") for each share of common stock of Legacy Vivint Smart Home held by them immediately prior to the Effective Time and certain rights to additional shares of Class A Common Stock upon the achievement of certain milestones as described in the Merger Agreement (the "Earnout Rights"). Additionally, certain equity awards of a subsidiary of Legacy Vivint Smart Home were canceled and converted into equity awards of the Issuer, and restricted shares of common stock of Legacy Vivint Smart Home, issued in respect of a redemption of certain Class B Units of 313 Acquisition LLC, were cancelled and converted into restricted shares of Class A Common Stock of the Issuer.
- Reflects shares of Class A Common Stock acquired pursuant to the Merger Agreement, including 48,948 shares of unvested restricted stock.
- Reflects Earnout Rights acquired pursuant to the Merger Agreement. Pursuant to earnout provisions in the Merger Agreement, the Reporting Person is entitled to receive such shares of Class A Common Stock if, from the closing of the Merger until the fifth anniversary thereof, the volume-weighted average price of the Class A Common Stock exceeds certain thresholds as discussed below.
- Of these Earnout Rights, one-third will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$12.50 for any 20 trading days within any 30 trading day period, one-third will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$15.00 for any 20 trading days within any 30 trading day period, and one-third will be issued if the volume-weighted average price of the Class A Common Stock exceeds \$17.50 for any 20 trading days within any 30 trading day period. The issuance of such shares are subject to certain adjustments, including pro rata adjustments, set forth in the Merger Agreement.

- (6) Reflects stock appreciation rights ("SARs") issued pursuant to the Merger Agreement. 2,880 of these SARs have vested. The unvested SARs vest as follows:
 (a) 11,522 vest in four equal annual installments beginning on June 12, 2020, and (b) 7,201 vest in four equal annual installments beginning on January 17, 2021, or in the case of (b), earlier if certain performance thresholds are achieved.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gerard Dale R C/O VIVINT SMART HOME, INC. 4931 NORTH 300 WEST PROVO, UT 84604 | X | | Interim CFO | |

Signatures

/s/ Shawn J. Lindquist, as Attorney-in-Fact

1/22/2020

**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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