

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**  
SEC Accession No. [0001365038-13-000004](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

**Rosenblatt M Richard**

CIK: **1504471**

Type: **4** | Act: **34** | File No.: **001-35048** | Film No.: **13524106**

Mailing Address

*C/O DEMAND MEDIA, INC.  
1299 OCEAN AVENUE,  
SUITE 500  
SANTA MONICA CA 90401*

### ISSUER

**DEMAND MEDIA INC.**

CIK: **1365038** | IRS No.: **204731239** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **7374** Computer processing & data preparation

Mailing Address

*1299 OCEAN AVENUE  
SUITE 500  
SANTA MONICA CA  
90401-1022*

Business Address

*1299 OCEAN AVENUE  
SUITE 500  
SANTA MONICA CA  
90401-1022  
310-394-6400*

# 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
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Rosenblatt M Richard</b>			2. Issuer Name and Ticker or Trading Symbol <b>DEMAND MEDIA INC. [DMD]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO &amp; Chairman of the Board</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/08/2013</b>					
C/O DEMAND MEDIA, INC., 1299 OCEAN AVENUE, SUITE 500			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>SANTA MONICA, CA 90401</b>								
(City)	(State)	(Zip)						

**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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value								427,735	D	
Common Stock, \$0.0001 par value	01/08/2013		S	(1)	100,000	D	\$9.28 (2)	2,825,199	I	See footnote (3)
Common Stock, \$0.0001 par value	01/09/2013		S	(1)	50,000	D	\$9.28 (4)	2,775,199	I	See footnote (3)
Common Stock, \$0.0001 par value								413,822	I	See footnote (5)

**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(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		Date Exercisable	Expiration Date					
Stock Option	\$3.2						(6)	02/24/2019	Common Stock,	14,807	14,807	D	

(right to buy)									\$0.0001 par value					
Stock Option (right to buy)	\$9.5						(7)	06/08/2019	Common Stock, \$0.0001 par value	2,100,000		2,100,000	D	
Stock Option (right to buy)	\$18						(8)	08/02/2020	Common Stock, \$0.0001 par value	1,150,000		1,150,000	D	
Stock Option (right to buy)	\$24						(8)	08/02/2020	Common Stock, \$0.0001 par value	1,150,000		1,150,000	D	
Stock Option (right to buy)	\$30						(8)	08/02/2020	Common Stock, \$0.0001 par value	1,150,000		1,150,000	D	
Stock Option (right to buy)	\$36						(8)	08/02/2020	Common Stock, \$0.0001 par value	1,150,000		1,150,000	D	

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.13 to \$9.50, inclusive. The reporting person undertakes to provide Demand Media, Inc., any security holder of Demand Media, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth in this footnote.
3. Shares held by The Rosenblatt Family Trust U/A/D 9/29/2000, for which the reporting person is a trustee.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.25 to \$9.37, inclusive. The reporting person undertakes to provide Demand Media, Inc., any security holder of Demand Media, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth in this footnote.
5. Shares held by the Rosenblatt 2007 Grantor Retained Annuity Trust dated July 12, 2007, for which the reporting person is a trustee.
6. 100% of the shares subject to the option are fully vested and exercisable.
7. The shares subject to the option vest in 48 equal installments on each monthly anniversary of the vesting commencement date (April 1, 2009) over the four year vesting period, subject to Mr. Rosenblatt's continued employment with the Issuer through the applicable vesting date.
8. The shares subject to the option vest and become exercisable in 36 substantially equal monthly installments, starting on the second anniversary of the closing of the Issuer's initial public offering (the "Effective Date") and on each monthly anniversary of such date over the three year period thereafter (for a total vesting period of five years from the Effective Date), subject to Mr. Rosenblatt's continued employment with the Issuer through the applicable vesting date.

**Signatures**

/s/ Daniel Weinrot as Attorney-in-Fact for Richard M. Rosenblatt

\*\* Signature of Reporting Person

01/10/2013

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.**