

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**Lindquist Shawn J.**

CIK: **1521955**

Type: **4** | Act: **34** | File No.: **001-35188** | Film No.: **13526063**

Mailing Address

*C/O FUSION-IO, INC.  
2855 E. COTTONWOOD  
PARKWAY, SUITE 100  
SALT LAKE CITY UT 84121*

### ISSUER

**FUSION-IO, INC.**

CIK: **1383729** | IRS No.: **204232255** | State of Incorpor.: **DE**

SIC: **3572** Computer storage devices

Mailing Address

*2855 E. COTTONWOOD  
PARKWAY, SUITE 100  
SALT LAKE CITY UT 84121*

Business Address

*2855 E. COTTONWOOD  
PARKWAY, SUITE 100  
SALT LAKE CITY UT 84121  
801-424-5500*

# 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	
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### 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>Lindquist Shawn J.</b>			2. Issuer Name and Ticker or Trading Symbol <b>FUSION-IO, INC. [FIO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Legal Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>					
C/O FUSION-IO, INC., 2855 E. COTTONWOOD PKWY, SUITE 100			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>SALT LAKE CITY, UT 84121</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	01/09/2013 <sup>(1)</sup>		M		5,000	A \$0.65	7,170	D	
Common Stock	01/09/2013 <sup>(1)</sup>		S		5,000	D \$19.2046 <sup>(2)</sup>	2,170	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(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
Employee Stock Option (right to buy)	\$0.65	01/09/2013 <sup>(1)</sup>		M		5,000		<sup>(3)</sup>	02/11/2020	Common Stock	5,000	\$ 0	85,417	D	

**Explanation of Responses:**

1. Pursuant to a Rule 10b5-1 trading plan established by the Reporting Person.

2. This price represents the weighted average sale price for various open-market sales through a broker-dealer ranging from \$18.97 per share to \$19.51 per share. Full information regarding the number of shares sold at each price will be provided upon request from the SEC, the Issuer or a security holder.
3. The option became exercisable as to 1/4th of the shares subject to the option on February 8, 2011, and 1/48th of the shares subject to the option vest on the 8th day of the month each month thereafter.

**Signatures**

/s/ Shawn J. Lindquist

\*\* Signature of Reporting Person

01/11/2013

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.**