

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response...	0.5

## INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * Chung Steve  (Last) (First) (Middle) 333 BRYANT STREET, SUITE 310  (Street) SAN FRANCISCO, CA 94107  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2017	3. Issuer Name <b>and</b> Ticker or Trading Symbol Frankly Inc [FKLY]	
		4. 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) Chief Executive Officer	5. 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	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock options to purchase common shares	02/01/2013	08/07/2023	Incentive Stock Option	5,081	\$ 7.97	D	
Stock options to purchase common shares	02/01/2015	08/07/2023	Incentive Stock Option	7,622	\$ 7.97	D	
Stock options to purchase common shares (1)	(1)	01/29/2025	Incentive Stock Option	13,951	\$ 7.1	D	
Stock options to purchase common shares (2)	(2)	02/01/2025	Incentive Stock Option	7,472	\$ 7.1	D	
Stock options to purchase common shares (3)	(3)	02/10/2026	Incentive Stock Option	24,221	\$ 7.1	D	
Stock options to purchase common shares (4)	(4)	03/03/2027	Incentive Stock Option	20,284	\$ 7.1	D	

common shares (4)			Option				
Restricted stock units convertible to common shares (5)	(5)	(5)	Restricted Stock Unit	11,323	\$ 0	D	
Restricted stock units convertible to common shares (6)	(6)	(6)	Restricted Stock Unit	11,765	\$ 0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chung Steve 333 BRYANT STREET, SUITE 310 SAN FRANCISCO, CA 94107	X		Chief Executive Officer	

## Signatures

/s/ Steve Chung		08/11/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- (1) Out of the 13,951 options, 9,300 options will be vested and exercisable by 10/10/2017. The remaining options will be vested monthly by 1/48 of the issued amount after 10/10/2017.
- (2) Out of 7,472 options, 4,981 options will be vested and exercisable by 10/10/2017. The remaining options will be vested monthly by 1/48 of the issued amount after 10/10/2017.
- (3) Out of 24,221 options, 10,092 options will be vested and exercisable by 10/10/2017. The remaining options will be vested monthly by 1/48 of the issued amount after 10/10/2017.
- (4) 1/4 of the issued amount will be vested at 3/3/2018, and the remainder will be vested monthly by 1/48 of the issued amount thereafter
- (5) 2/3 of the issued amount will be vested at 9/8/2017 and the remaining 1/3 of the amount will be vested at 3/8/2018
- (6) The issued RSUs will be vested annually from 3/3/2017 until 2021 at equal amount vesting each time

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.