

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### 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 Karim Omar		2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2017	3. Issuer Name and Ticker or Trading Symbol Frankly Inc [FKLY]	
(Last) (First) (Middle) 333 BRYANT STREET, SUITE 310	(Street) SAN FRANCISCO, CA 94107		4. 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) Head of Engineering	
(City) (State) (Zip)	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)
Common Shares	2,650	D	

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			
Options to purchase common shares	(1)	02/10/2026	Incentive Stock Option	1,107	\$ 7.1	D	
Options to purchase common shares	(2)	03/03/2027	Incentive Stock Option	3,803	\$ 7.1	D	
Restricted stock units convertible to common shares	(3)	(3)	Restricted Stock Unit	7,949	\$ 0	D	
Restricted stock units convertible to common shares	(4)	(4)	Restricted Stock Unit	2,264	\$ 0	D	
Restricted stock units convertible to common shares	(5)	(5)	Restricted Stock Unit	2,206	\$ 0	D	

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karim Omar 333 BRYANT STREET, SUITE 310 SAN FRANCISCO, CA 94107			Head of Engineering	

## Signatures

/s/ Omar Karim _		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 1,107 options, 461 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) 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
- (3) The outstanding RSUs will be vested annually at 10/14 each year until 2019 at equal amount vesting each time
- (4) 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
- (5) 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.

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