

# 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 * Schwartz Louis	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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO & COO	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last) (First) (Middle) 333 BRYANT STREET,, SUITE 310	(Street) SAN FRANCISCO, CA 94107	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	
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

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 <a href="#">(1)</a>	11,497	I	By Schwartz & Associates, PC

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

SEC 1473 (7-02)

	<b>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.</b>	
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**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	<a href="#">(2)</a>	08/25/2025	Incentive Stock Option	5,111	\$ 7.1	D	
Stock options to purchase common shares	<a href="#">(3)</a>	02/10/2026	Incentive Stock Option	12,110	\$ 7.1	D	
Stock options to purchase common shares	<a href="#">(4)</a>	03/03/2027	Incentive Stock Option	10,953	\$ 7.1	D	
Restricted stock units convertible to common shares	<a href="#">(5)</a>	<a href="#">(5)</a>	Restricted Stock Unit	24,677	\$ 0	D	
Restricted stock units convertible to common shares	<a href="#">(6)</a>	<a href="#">(6)</a>	Restricted Stock Unit	6,353	\$ 0	D	

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz Louis 333 BRYANT STREET, SUITE 310 SAN FRANCISCO, CA 94107			CFO & COO	

## Signatures

/s/ Louis Schwartz _____		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).

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the

(1) inclusion of these shares in this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) Out of the 5,111 options, 2,661 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 12,110 options, 5,045 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.

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