

IZEA, Inc.  
Form 3  
March 02, 2016

**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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Murphy Edward H		(Month/Day/Year)	IZEA, Inc. [IZEA]	
(Last)	(First)	(Middle)	02/26/2016	
480 NORTH ORLANDO AVENUE,Â SUITE 200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
WINTER PARK,Â FLÂ 32789			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President and CEO	

**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 Stock	11,977	D	Â
Common Stock	13,127	I	By Dogfish Ventures LLLP <sup>(1)</sup>
Common Stock	3	I	By Spouse

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

SEC 1473 (7-02)

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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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (Right to Buy)	Â <u>(2)</u>	05/25/2017	Common Stock	6,250	\$ 120	D	Â
Option (Right to Buy)	Â <u>(3)</u>	05/25/2017	Common Stock	3,134	\$ 120	D	Â
Option (Right to Buy)	Â <u>(4)</u>	03/01/2023	Common Stock	25,000	\$ 5	D	Â
Option (Right to Buy)	Â <u>(5)</u>	03/01/2023	Common Stock	9,384	\$ 5	D	Â
Option (Right to Buy)	Â <u>(6)</u>	08/15/2023	Common Stock	219,949	\$ 5	D	Â
Option (Right to Buy)	Â <u>(7)</u>	09/09/2019	Common Stock	70,858	\$ 7.3	D	Â
Option (Right to Buy)	Â <u>(8)</u>	12/26/2024	Common Stock	40,000	\$ 5.2	D	Â
Option (Right to Buy)	Â <u>(9)</u>	04/01/2025	Common Stock	7,300	\$ 7.8	D	Â
Option (Right to Buy)	Â <u>(10)</u>	07/01/2025	Common Stock	3,108	\$ 8.4	D	Â
Option (Right to Buy)	Â <u>(11)</u>	10/01/2025	Common Stock	3,307	\$ 8	D	Â
Option (Right to Buy)	Â <u>(12)</u>	11/30/2025	Common Stock	37,388	\$ 7.8	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Edward H 480 NORTH ORLANDO AVENUE SUITE 200 WINTER PARK, FL 32789	Â X	Â	Â President and CEO	Â

## Signatures

By: /s/ LeAnn Hitchcock as attorney-in-fact for Edward H. Murphy

03/02/2016

\_\_Signature of Reporting Person

Date

## 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) Edward Murphy, as a partner of Dogfish Ventures LLLP, has voting power and investment power over the securities held by Dogfish Ventures LLLP.
- (2) These options to purchase shares were issued under the Issuer's May 2011 Equity Incentive Plan (the "Plan") and vested 25% on May 25, 2013, and then in 36 equal installments monthly over the following 36 months. The number of shares and exercise price reflect the 1-for-40 reverse stock split that was effected on July 31, 2012 and the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (3) These options to purchase shares were issued under the Plan and vested 2,351 shares on May 25, 2012, and then in 12 equal installments monthly over the following 12 months. The number of shares and exercise price reflect the 1-for-40 reverse stock split that was effected on July 31, 2012 and the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (4) These options to purchase shares were issued under the Plan and vested in 36 equal installments monthly over the 36 months following the grant date, March 1, 2013. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (5) These options to purchase shares were issued on March 1, 2013 under the Plan and fully vested on March 1, 2014. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (6) These options to purchase shares were issued under the Plan and vested 54,987 shares on August 15, 2013, and then in 48 equal installments monthly over the following 48 months. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (7) These options to purchase shares were issued under the Plan and vested 7,381 shares on September 9, 2014, and then in 43 equal installments monthly over the following 43 months. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (8) These options to purchase shares were issued under the Plan and vested 6,000 shares on December 26, 2014, and then in 41 equal installments monthly over the following 41 months. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (9) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, April 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (10) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, July 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (11) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, October 1, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.
- (12) These options to purchase shares were issued under the Plan and vest in 48 equal installments monthly over the 48 months following the grant date, November 30, 2015. The number of shares and exercise price reflect the 1-for-20 reverse stock split that was effected on January 11, 2016.

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.