

aVINCI MEDIA CORP
Form 4
January 15, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Amerivon Investments LLC

(Last) (First) (Middle)

4520 EAST THOUSAND OAKS
BLVD

(Street)

WESTLAKE VILLAGE, CA 91362

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
aVINCI MEDIA CORP [AVMC]

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/02/2009 | | A ⁽¹⁾ | V | 783,866 | A | \$ 0.3 |
| | | | | | 18,213,506 | D | |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------------------|--|
| | | | | Code | V | (A) | (D) | Title |
| Secured Promissory Note | \$ 0.06 | 01/04/2010 | | J ⁽²⁾ | | 4,166,667 | | 01/04/2010 12/31/2011 Common Stock |
| Common Stock Warrants | \$ 0.075 | 01/04/2010 | | J ⁽³⁾ | | 2,083,250 | | 01/04/2010 01/05/2015 Common Stock |
| Common Stock Warrants | \$ 0.53 | 07/01/2009 | | J ⁽⁴⁾ | | 949,350 | 10/10/2006 07/01/2009 | Common Stock |
| Common Stock Options | \$ 0.71 | 01/01/2010 | | J ⁽⁵⁾ | | 370,159 | ⁽⁵⁾ 12/31/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Amerivon Investments LLC 4520 EAST THOUSAND OAKS BLVD WESTLAKE VILLAGE, CA 91362 | | X | | |

Signatures

/s/ John E. Tyson, CEO 01/13/2010

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The securities listed as acquired are included to amend the total Securities Beneficially Owned as listed on the Form 4 filed on June 2, 2009.
At the option of the Secured Promissory Note holder, the note holder may convert all or any portion of the outstanding principal balance and/or accrued but unpaid interest on the Note (in any amount) at any time into that number of the Company's Series A convertible preferred stock or the most senior class of convertible preferred shares outstanding at the time of the conversion, that at such time would be convertible into the number of shares of Common Stock equal to the quotient of the amount of principal and/or accrued interest on the Note being converted divided by \$0.06. The number of common stock equivalents beneficially owned following this transaction includes 1,750,000 shares of common stock issuable upon the conversion of currently outstanding Series A Preferred Stock.
 - (3) Common Stock Warrants received on January 4, 2010 were issued to purchasers of Secured Promissory Notes. The number of Common Stock Warrants beneficially owned following this transaction includes 437,500 shares of common stock underlying currently exercisable

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warrants priced at \$0.25 with an expiration date of 4/3/2014.

- (4) Common Stock Warrants expired unexercised as of 7/1/2009. The number of Common Stock Warrants beneficially owned following this transaction includes 437,500 shares of common stock underlying currently exercisable options priced at \$0.25 with an expiration date of April 2, 2014.

- (5) Common Stock Options vesting requirements were not met as of 12/31/2009; accordingly, the options were never exercisable. The number of Common Stock Options beneficially owned following this transaction includes 653,222 shares of common stock underlying currently exercisable options priced at \$0.184 with an expiration date of December 31, 2012.

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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