

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Ecoark Holdings, Inc.

Form: 4

Date Filed: 2017-10-17

Corporate Issuer CIK: 1437491

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FORM 4

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

OMB APPROV	AL
OMB Number:	3235-0287
Estimated average burder	n hours
per response	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 Ty	pe Respons	es)																
Name and Address of Reporting Person MEHRING PETER A					Ecoark Holdings, Inc. [EARK]								Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	ast) PINNACL	(First) E HILLS PARK		^(Middle) UITE 2	00	Date of Earliest Transaction (Month/Day/Year) 10/13/2017								X_ Officer (give title below) Other (specify below) PRESIDENT				
BOGER	S, AR 727	(Street)			4.	If A	mendment, Da	te C	Original File	e d Month	/Day/Year)			. Individual or Jo C_Form filed by One _Form filed by More	Reporting Pers	ion	able Line)	
	City)	(State)		(Zip)					Table I - N	lon-De	rivative Sec	urities	Acquir	ed, Disposed o	f, or Benef	icially Owned		
1.Title of S (Instr. 3)	Security		[2. Transa Date Month/D	action Day/Year)	Exe any	Deemed cution Date, if north/Day/Year	Co (In	Transaction ode str. 8)	o	. Securities A r Disposed o Instr. 3, 4 and	f (D)	(. Amount of Sec Owned Following Instr. 3 and 4)		,	` '	7. Nature of Indirect Beneficial Ownershi (Instr. 4)
								L	Code	٧	Amount	(D)	Price				(Instr. 4)	
Ecoark I	Holdings, I	nc.	1	10/13/2	2017				D ⁽¹⁾	1	,345,000)	\$ 0	6,258			D	
Security	Conversion or Exercise	3. Transaction Date (Month/Day/Year)		ed Date, if	4. Transac Code	(<i>e.g</i>	rivative Secur r., puts, calls, 5. Number of Derivative Securities	war	fo C s Acquired	orm ar OMB co d, Disp cions, o xercisa n Date	e not require ontrol number oosed of, or I convertible s	Benefi securii	icially O ties) Title and	Amount of Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership Form of	Beneficial
(Instr. 3)	Price of Derivative Security		(Month/Da	ay/Year)	(Instr. 8)		Acquired (A) of Disposed of (Instr. 3, 4, ar 5)	D)			Expiration			Amount or	(Instr. 5)	` '	Security: Direct (D) or Indirect (I)	Ownership (Instr. 4)
					Code	٧	(A)	(D)	Date Exe	rcisabl	Date	Tit	tle	Number of Shares		(Instr. 4)	(Instr. 4)	
Option (right to buy)	\$ 2.6	10/13/2017			A ⁽²⁾		2,017,500		10/13/2	018 ^{<u>(3</u>}	10/13/20	27 H	Ecoark loldings Inc. commo Stock	s, 2,017,500	\$0	2,017,500	D	
Option (right to buy)	\$ 2.6	10/13/2017			A ⁽⁴⁾		1,345,000		10/13/2	2017	10/13/20	27 H	Ecoark loldings Inc. commo Stock	1,345,000	\$0	3,362,500	D	
Repor	tina O	wners																

Donosting Osmor Name / Address		Relati	onships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MEHRING PETER A 3333 S. PINNACLE HILLS PARKWAY SUITE 220 ROGERS, AR 72758	Х		PRESIDENT	

Signatures

/s/ PETER A MEHRING	10/17/2017
-Signature of Reporting Person	Date
BY: TROY RICHARDS, ATTORNEY-IN-FACT	10/17/2017
-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).

Represents the forfeiture of restricted stock and restricted stock units granted to the reporting person on March 21, 2017 and June 28, 2017, of which 1,095,000 and 250,000 remain unvested, respectively (the Existing Awards). On October 13, 2017, the Compensation Committee (the Committee) of the Board of Directors of Ecoark Holdings, Inc. (the Company) and the reporting person

- agreed that the reporting person would forfeit the Existing Awards, and that the reporting person would be awarded the options reported on this Form 4 and described in more detail below, based on the Committees determination that options would better align the reporting persons potentially realizable equity compensation with Company performance by tying the reporting persons potential future equity compensation to potential future appreciation in stock price. The reporting persons forfeiture of the Existing Awards is reported on Table I above and does NOT represent a sale of securities by the reporting person.
- Represents a new option award to the reporting person that vests over a four-year period (the New Options). The New Options were awarded to the reporting person to incent him to accept the (2) Replacement Options (defined below), to compensate him for diminution in value of his Existing Awards as compared to the Replacement Options, and in consideration of a number of other factors, including his role and responsibility with the Company, his years of service to the Company, and market precedents and standards for modification of equity awards.
- (3) The New Options vest at a rate of 25% per year on October 13th of each year from 2018 to 2021, subject to the reporting persons continued employment by the Company. The New Options were not granted under any of the Companys existing equity compensation plans.
- (4) Represents a new option award (the Replacement Options) granted to the reporting person as a result of the reporting persons forfeiture of the Existing Awards.

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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	pe Respons	es)															
	ind Address	of Reporting Perso	n <u>*</u>		Issuer Name and Ticker or Trading Symbol Ecoark Holdings, Inc. [EARK]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle) 3333 S. PINNACLE HILLS PARKWAY, SUITE 220				000	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2017								X_ Director 10% Owner 2 Officer (give title below) Other (specify below) PRESIDENT				
		(Street)				mendment, Da	ite C	riginal File	e d Month	Day/Year)			Form filed by One	Reporting Pers		able Line)	
ROGERS, AR 72758 (City) (State) (Zip)													Form filed by More				
		(State)	(Zip)				_						•	•	ficially Owned		
1.Title of Security (Instr. 3)		Date	saction /Day/Year	Ex	a. Deemed recution Date, if y lonth/Day/Year)	(Instr. 8)		c	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)				ecurities Beneficially ng Reported Transaction(s		Ownership of Form: Be	7. Nature of Indirect Beneficial Ownership	
					(IVI	onu / Day/ Tear)		Code	V	Amount	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
Ecoark I	Holdings, I	Inc.	10/13	/2017	T		T	D ⁽¹⁾	-	1,345,000 D		+ +				D	
									orm ai								
				Table II -		rivative Secur		Acquired)MB c		Benef	-					
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, any (Month/Day/Yea	4. if Transac Code	(<i>e.g</i>	g., puts, calls, 5. Number of	or D)	Acquired	MB code, Disposed in Date	osed of, or convertible ble and	Benefi securi 7. Ur	ties) Title and	Amount of Securities		9. Number of Derivative Securities Beneficially Owned Following Reported	Security: Direct (D) or Indirect	of Indirect Beneficial
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, any	4. if Transac Code	(<i>e.g</i>	g., puts, calls, 5. Number of Derivative Securities Acquired (A) o Disposed of (I (Instr. 3, 4, an 5)	or D)	Acquired rants, opt 6. Date Expiration	DMB code, Dispersions, Date ay/Yea	osed of, or convertible ble and	Penefi securi 7. Ur (Ir	ties) Title and nderlying	Amount of Securities	Derivative Security	Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D) or Indirect	Beneficial Ownership
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, any	4. Transac Code r) (Instr. 8)	tion	g., puts, calls, 5. Number of Derivative Securities Acquired (A) o Disposed of (I (Instr. 3, 4, an 5)	or D) nd	a Acquirec rants, opt 6. Date Exer (Month/Da	MB conditions, ions, ion	osed of, or convertible ble and	7. Ur (Ir	ties) Title and aderlying astr. 3 and	Amount of Securities d 4) Amount or Number of Shares	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership

Reporting Owners

Demonting Owner Name / Address		Relati	ionships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MEHRING PETER A 3333 S. PINNACLE HILLS PARKWAY SUITE 220 ROGERS, AR 72758	Х		PRESIDENT	

Signatures

/s/ PETER A MEHRING	10/17/2017
-Signature of Reporting Person	Date
BY: TROY RICHARDS, ATTORNEY-IN-FACT	10/17/2017
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