

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 APPI	ROVAL
IB Number:	3235

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours 0.5 per response..

obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the See Instruction 1(b). Investment Company Act of 1940

(Print or Type Respons	es)																		
Name and Address of Reporting Person Oliphant Jay T.				Issuer Name and Ticker or Trading Symbol Ecoark Holdings, Inc. [EARK]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
3333 S. PINNACL	(First) E HILLS PARKV	VAY, SUITE	^^^	Date of Earliest Transaction (Month/Day/Year) 10/13/2017									X Officer (give title below) Other (specify below) CORPORATE CONTROLLER, PFO						
(Street)				If Amendment, Date Original FiledMonth/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable X. Form filed by One Reporting Person											able Line)				
ROGERS, AR 72758													m filed by More						
(City)	(State)	(Zip)				Т	able I - No	on-De	rivative S	ecuritie	es Acqu	ired, D	Disposed o	f, or Benet	icially Owned				
1.Title of Security (Instr. 3)		Date	saction /Day/Year	Exe r) any	Deemed cution Date, it nth/Day/Year	f Co (Ins	Transactio de str. 8)	(. Securitie A) or Dispe Instr. 3, 4	osed of and 5)	f (D)	Follow	ount of Sec ring Reporte 3 and 4)		eficially Owned tion(s)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	V	Amount	(A) or (D)	r Price					(I) (Instr. 4)			
Ecoark Holdings,	Inc.	10/13	/2017				D(1)	1	32,640	D	\$0	45,24	1 7			D			
Reminder: Report on a	senarate line for ea	rh class of secu	rities hene	eficially	owned direc	tlv o	r indirectly	,											
			Table II -		ative Securi		fo Ol Acquired	rm ard MB co	not requ ntrol num	ired to ber. or Bene	respon	d unle	ess the for		tained in this a currently va		1474 (9-02)		
Title of Derivative Security (Instr. 3) Derivative Security Security Security Security Security	e (Month/Day/Year)	3A. Deemed Execution Date any (Month/Day/Ye	Code		5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4, a 5)) or f (D)	6. Date E Expiration (Month/D	n Date			Underlyi	lying Securities D 3 and 4) S		ing Securities			9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Cod	e V	(A)	(D)	Date Exe	ercisab	Expirati Date	on	Title		Amount or Number of Shares		Transaction(s) (Instr. 4)	(I) (Instr. 4)			
Option (right to \$ 2.6 buy)	10/13/2017		A ⁽²	Ţ	66,320		10/13/2	2018 ⁽³	3) 10/13/	2027	Ecoa Holdir Inc Comn	ngs, c. mon	66,320	\$0	66,320	D			
Option (right to \$ 2.6 buy)	10/13/2017		A(4)	132,640		10/13/2	2017 ⁽	<u>5)</u> 10/13/	2027	Ecoa Holdin Inc Comn Stoo	ngs, c. mon	132,640	\$0	198,960	D			
Reporting O	wners																		

Demonting Owner Name / Address			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Oliphant Jay T.				
3333 S. PINNACLE HILLS PARKWAY			CORPORATE CONTROLLER, PFO	
SUITE 220			CORPORATE CONTROLLER, PFO	
ROGERS, AR 72758				

Signatures

/s/ JAY T OLIPHANT	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 granted to the reporting person on March 21, 2017, of which 132,640 remain unvested (the Existing Award). On October 13, 2017, the Compensation Committee (the Committee) of the Board of Directors (the Board) of Ecoark Holdings, Inc. (the Company) and the reporting person agreed that the reporting person would forfeit the Existing Award, (1) 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

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 Award 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 Award.
- In consideration of the reporting persons agreement to forfeit the Existing Award, the Committee, after careful deliberation, determined that 50% of the reporting persons Replacement Options would (5) vest immediately upon the date of grant (October 13, 2017). The remaining portion of the reporting persons Replacement Options will vest in 12 equal installments, with the first installment vesting on January 15, 2018, and additional installments vesting on the last day of each of the eleven successive three-month periods, subject to the reporting persons continued employment by the Company.

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.

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

OMB APPROVAL						
OMB Number:	3235-					
Estimated average burde	en hours					

0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

per response.. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	pe Responses	s)																
Name and Address of Reporting Person Oliphant Jay T.					Issuer Name and Ticker or Trading Symbol Ecoark Holdings, Inc. [EARK]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) 3333 S. PINNACLE HILLS PARKWAY, SUITE 220					Date of Earliest Transaction (Month/Day/Year) 10/13/2017								X_Officer (give title below) Other (specify below) CORPORATE CONTROLLER, PFO					
(Street) ROGERS, AR 72758					4. If Amendment, Date Original FiledMonth/Day/Year)									Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)					Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
(Instr. 3)		Date	ransaction e nth/Day/Year	Execution Date, if		f Co (Ins	Transaction ode astr. 8)		4. Securities Acqu (A) or Disposed o (Instr. 3, 4 and 5)		(D)			mount of Securities Beneficially Owner owing Reported Transaction(s) r. 3 and 4)		Ownership Form: Direct (D)	Beneficial Ownership	
								Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4)	(Instr. 4)	
Ecoark F	łoldings, In	ıc.	10/	13/2017				D ⁽¹⁾	1	32,640	D	\$0	45,247	7			D	
Derivative Conversion Date Execut Security or Exercise (Month/Day/Year) Price of Derivative (Month/Day/Year)			Table II -	- Deriv	ative Securi	ties	Acquired.	Dien	send of a	r Bono	ficially (O			of 9. Number of experivative Securities Beneficially Owned Following	Security:	Beneficial	
Derivative Security	Conversion or Exercise Price of	Date	3A. Deemed Execution Da any (Month/Day/	ate, if Transa Code	action	5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4, 4,	of) or f (D)		ons, c xercisa Date	onvertible able and	e secui	•	and Amo			Derivative Securities Beneficially Owned Following	Ownership Form of Derivative Security: Direct (D)	of Indirect Beneficial Ownership
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Da	ate, if Transa Code	action 8)	5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4, 4)	of) or f (D)	ants, option 6. Date Expiration	xercisa xercisa n Date ay/Yea	onvertible able and	e secui	rities) 7. Title a Underlyi	and Amo		Derivative Security	Derivative Securities Beneficially Owned	Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Da	ate, if Transa Code Year) (Instr.	action 8)	5. Number of Derivative Securities Acquired (A Disposed of (Instr. 3, 4, 4)	of) or f (D) and	ants, option 6. Date Expiration (Month/Date)	cons, consequence of the consequ	e Expiration	on e secur	7. Title a Underlyi (Instr. 3	And Amoring Secular and 4) And	urities Amount or Jumber of	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership

Reporting Owners

Donostina Osmos Nomo / Addreso			Relationships	
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Oliphant Jay T. 3333 S. PINNACLE HILLS PARKWAY SUITE 220 ROGERS, AR 72758			CORPORATE CONTROLLER, PFO	

Signatures

/s/ JAY T OLIPHANT	10/17/2017
-Signature of Reporting Person	Date
BY: TROY RICHARDS, ATTORNEY-IN-FACT	10/17/2017
Signature of Reporting Person	Date

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