

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Jackson Spencer D.</u> <hr/> (Last) (First) (Middle) <u>C/O OOMA, INC.</u> <u>1880 EMBARCADERO ROAD</u> <hr/> (Street) <u>PALO ALTO CA 94303</u> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>OOMA INC [OOMA]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>VP, General Counsel & Sec.</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2017</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/15/2017</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	02/13/2017		A		32,000	A	\$0.00	126,045	D	
Common Stock								37,500	I	By Millennium Trust Company, LLC, Custodian FBO Account Owner Spencer D Jackson Roth/IRA ⁽²⁾

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

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 Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$10.2	02/13/2017		A		8,000		(3)	02/13/2027	Common Stock	8,000	8,000	D	

Explanation of Responses:

- Represent restricted stock units which will vest as follows: 1/8th of the total original number of restricted stock units shall vest on September 15, 2017 and 1/16th of the total original number of restricted stock units shall vest on the same day of every third month thereafter.
- Shares held by Millennium Trust Company, LLC, Custodian FBO Account Owner Spencer D Jackson Roth/IRA. Mr. Jackson holds voting and dispositive power with respect to the shares held of record by this entity.
- 1/8th of the shares subject to the option will vest and become exercisable on September 15, 2017 and 1/16th of the shares subject to the option shall vest and become exercisable on the same day of every third month thereafter.

Remarks:

Amendment filed to correct the clerical error made to the grant date of the restricted stock units as previously reported from 2/15/2017 to 2/13/2017.

/s/ Spencer D. Jackson 03/22/2017
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.