

Merriman Holdings, Inc
 Form 4
 April 04, 2014

FORM 4

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

OMB APPROVAL

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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, 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 *
FALCON FUND MANAGEMENT LTD

(Last) (First) (Middle)

5956 SHERRY LANE, SUITE 1810

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Merriman Holdings, Inc [MERR]

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 04/02/2014 | | P | 4,166,667 A | \$ 0.06 14,166,667 | I | See Footnotes (1) (2) (3) |

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 Amount of Underlying Securities (Instr. 3 and 4) | Amount of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------|
| Common Stock Warrants (right to buy) | \$ 0.08 | 04/02/2014 | | P | 1,041,667 | 04/02/2014 04/02/2019 | Common Stock | 1,041,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FALCON FUND MANAGEMENT LTD 5956 SHERRY LANE, SUITE 1810 DALLAS, TX 75225 | | X | | |
| FALCON FUND LTD 5956 SHERRY LANE, SUITE 1810 DALLAS, TX 75225 | | X | | |
| FFM GP LLC 5956 SHERRY LANE, SUITE 1810 DALLAS, TX 75225 | | X | | |
| Hall G. Houston 5956 SHERRY LANE, SUITE 1810 DALLAS, TX 75225 | | X | | |

Signatures

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| FALCON FUND MANAGEMENT, LTD., By: FFM GP, LLC, Its: General Partner, By: /s/ G. Houston Hall, Name: G. Houston Hall, Title: Managing Member | 04/04/2014 |
| __Signature of Reporting Person | Date |
| FALCON FUND, LTD., By: Falcon Fund Management, Ltd., Its: General Partner, By: FFM GP, LLC, Its: General Partner, By: /s/ G. Houston Hall, Name: G. Houston Hall, Title: Managing Member | 04/04/2014 |
| __Signature of Reporting Person | Date |
| FFM GP, LLC, By: /s/ G. Houston Hall, Name: G. Houston Hall, Title: Managing Member | 04/04/2014 |
| __Signature of Reporting Person | Date |
| /s/ G. Houston Hall | 04/04/2014 |

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).

This statement is jointly filed by and on behalf of each of Falcon Fund Management, Ltd., Falcon Fund, Ltd., FFM GP, LLC and G. Houston Hall. Falcon Fund, Ltd. is the record and direct beneficial owner of the securities covered by this statement. Falcon Fund

(1) Management, Ltd. is the general partner of, and may be deemed to beneficially own securities owned by, Falcon Fund, Ltd. FFM GP, LLC is the general partner of, and may be deemed to beneficially own securities owned by, Falcon Fund Management, Ltd. Mr. Hall is the managing member of, and may be deemed to beneficially own securities owned by, FFM GP, LLC.

Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is,

(2) for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of

(3) Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

Remarks:

Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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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