

FORM 4

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

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden 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 Type Responses)

| | | | | | |
|---|---------|---|---|---|--|
| 1. Name and Address of Reporting Person * Petrow Chester | | 2. Issuer Name and Ticker or Trading Symbol SITO MOBILE, LTD. [SITO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/24/2017 | | |
| C/O SITO MOBILE, LTD., 100 TOWN SQUARE PLACE, SUITE 204 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| JERSEY CITY, NJ 07301 | | | | | |
| (City) (State) (Zip) | | | 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 | 07/24/2017 | | A | | 255,468 | A | (1) (2) | 286,968 | D | |
| Common Stock | 08/17/2017 | | P | | 27,592 | A | \$ 3.46 (3) | 314,560 | D | |
| Common Stock | 08/24/2017 | | P | | 41,208 | A | \$ 4.32 (4) | 355,768 | D | |
| Common Stock | | | | | | | | 3,250 | I | By Family Member (5) |

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

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 control number. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Stock Option (Right to Buy) | \$ 6.01 | 07/24/2017 | | A | | 100,000 | | (6) | 07/24/2027 | Common Stock | 100,000 | \$ 0 | 100,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Petrow Chester C/O SITO MOBILE, LTD. 100 TOWN SQUARE PLACE, SUITE 204 JERSEY CITY, NJ 07301 | X | | | |

Signatures

| | |
|--|---------------------|
| Mark Del Priore, Attorney-in-Fact | 08/25/2017 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

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) Each restricted stock unit (each, an "RSU") represents the contingent right to receive one share of the Issuer's Common Stock. RSUs may be settled in Common Stock or cash, at the election of the Issuer.

Such RSU's will (i) vest as to 20% of such RSUs in the event that the closing price of the Issuer's Common Stock for a period of at 65 trading days is \$7.00; (ii) vest as to 30% of such RSUs in the event that the closing price of the Issuer's Common Stock for a period of at 65 trading days is \$10.00 and (iii) vest as to 50% of such RSUs in the event that the closing price of the Issuer's Common Stock for a period of at 65 trading days is \$15.00.

(3) The purchase prices reported in column 4 of Table I represent the weighted average purchase price of the shares purchased, ranging from \$3.35 to \$4.35 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.

(4) The purchase prices reported in column 4 of Table I represent the weighted average purchase price of the shares purchased, ranging from \$4.24 to \$4.35 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price

(5) Shares are held by an immediate family member. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(6) The stock option will vest ratably on the first four anniversaries of the date of grant. Options may be settled in Common Stock or cash, at the election of the Issuer.

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.