

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Del Priore Mark			2. Issuer Name and Ticker or Trading Symbol SITO MOBILE, LTD. [SITO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2018			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		
C/O SITO MOBILE, LTD., 100 TOWN SQUARE PLACE, SUITE 204			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street)								
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	04/27/2018		A		44,776	A	(1)	270,244 (2)	D	
Common Stock	09/11/2017		D		161,071	D	(3)	109,173 (3)	D	

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

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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)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Del Priore Mark C/O SITO MOBILE, LTD. 100 TOWN SQUARE PLACE, SUITE 204 JERSEY CITY, NJ 07301				Former Chief Financial Officer

Signatures

/s/ Mark Del Priore		09/17/2018
**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).

(1) The 44,776 shares represents the shares of SITO Mobile, Ltd.'s (the "Issuer") common stock granted to the reporting person, pursuant to the Issuer's 2017 Equity Incentive Plan in lieu of a cash bonus calculated by reference to the closing share price of the Issuer's shares on the NASDAQ Stock Market on March 29, 2018, which was \$4.02. Includes 225,468 restricted stock units (each an "RSU"), of which each RSU represents the contingent right to receive one share of the Issuer's common stock. The RSUs

- (2) will vest with respect to (A) 20% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$7.00 per share for 65 consecutive trading days, (B) an additional 30% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$10.00 per share for 65 consecutive trading days and (C) the remaining 50% of such RSUs in the event the average closing price of the Issuer's common stock is at least \$15.00 per share for 65 consecutive trading days. RSUs may be settled in common stock or cash, at the election of the Issuer.
- (3) Pursuant to the terms of the Separation Agreement and Mutual Release, dated September 11, 2018, by and between the reporting person and the Issuer, 161,071 RSUs were terminated and returned to the Issuer's treasury, and the remaining 64,397 RSUs vested immediately.

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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