

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

<b>1. Name and Address of Reporting Person*</b> <u>Factor Craig H</u> <hr/> (Last) (First) (Middle) <u>C/O AUDIENCE, INC.</u> <u>331 FAIRCHILD DR.</u> <hr/> (Street) <u>MOUNTAIN VIEW CA 94043</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AUDIENCE INC</u> [ <u>ADNC</u> ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <div> <div>Director</div> <div>10% Owner</div> </div> <div> <div><input checked="" type="checkbox"/> Officer (give title below)</div> <div>Other (specify below)</div> </div> <div> <div>VP and General Counsel</div> </div>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/16/2015</u>	
		<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>

## 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			

**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. of I Ber Ow (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0.001 <sup>(1)</sup>	03/16/2015	03/16/2015	A		20,000		<sup>(2)</sup>	<sup>(2)</sup>	Common Stock	20,000	\$0	20,000	D	

**Explanation of Responses:**

1. Represents par value of ADNC common stock

2. 50% of the restricted stock unit will vest on May 15, 2015 and 50% of the restricted stock unit will vest on August 15, 2015 provided that the reporting person is a service provider to the Issuer on each such vest date. Shares will be delivered to reporting person on each vest date.

Eric Johnson Atty-in-Fact for Craig  
Factor

03/18/2015

\*\* 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.**