

# AVINCI MEDIA CORP

Reported by  
**TYSON JOHN E**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/15/10 for the Period Ending 01/06/10

Address	11781 SOUTH LONE PEAK PARKWAY SUITE 270 DRAPER, UT 84020
Telephone	8014955700
CIK	0000842695
Symbol	AVMC
SIC Code	7330 - Mailing, Reproduction, Commercial Art And
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31



**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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	Amount or Number of Shares				
<b>Common Stock Options</b>	<b>\$0.71</b>	<b>1/1/2010</b>		<b>(9)</b>		<b>370159</b>		<b>(9)</b>	<b>12/31/2009</b>	<b>Common Stock</b>	<b>370159</b>	<b>(9)</b>	<b>653222</b>	<b>I</b>	<b>footnote (10)</b>

**Explanation of Responses:**

- (1) Includes (i) 158,323 shares owned of record by Mr. Tyson and (ii) 18,213,506 shares owned of record by Amerivon Investments LLC which is an affiliate of Mr. Tyson.
- (2) Series A Preferred Stock is convertible into common shares at the effective price of \$0.20 per share at the election of the holder at any time.
- (3) Common Stock Warrants issued to purchasers of Series A Preferred Stock.
- (4) At the option of the Secured Promissory Note holder, the note holder may convert all or any portion of the outstanding principal balance and/or accrued but unpaid interest on the Note (in any amount) at any time into that number of the Company's Series A convertible preferred stock or the most senior class of convertible preferred shares outstanding at the time of the conversion, that at such time would be convertible into the number of shares of Common Stock equal to the quotient of the amount of principal and/or accrued interest on the Note being converted divided by \$0.06.
- (5) Common Stock Warrants received on January 4, 2010 were issued to purchasers of Secured Promissory Notes.
- (6) At the option of the Secured Promissory Note holder, the note holder may convert all or any portion of the outstanding principal balance and/or accrued but unpaid interest on the Note (in any amount) at any time into that number of the Company's Series A convertible preferred stock or the most senior class of convertible preferred shares outstanding at the time of the conversion, that at such time would be convertible into the number of shares of Common Stock equal to the quotient of the amount of principal and/or accrued interest on the Note being converted divided by \$0.06. The number of common stock equivalents beneficially owned following this transaction includes 1,750,000 shares of common stock issuable upon the conversion of currently outstanding Series A Preferred Stock.
- (7) Common Stock Warrants received on January 4, 2010 were issued to purchasers of Secured Promissory Notes. The number of Common Stock Warrants beneficially owned following this transaction includes 437,500 shares of common stock underlying currently exercisable warrants priced at \$0.25 with an expiration date of 4/3/2014.
- (8) Common Stock Warrants expired unexercised as of 7/1/2009. The number of Common Stock Warrants beneficially owned following this transaction includes 437,500 shares of common stock underlying currently exercisable options priced at \$0.25 with an expiration date of April 2, 2014.
- (9) Common Stock Options vesting requirements were not met as of 12/31/2009; accordingly, the options never vested. The number of Common Stock Options beneficially owned following this transaction includes 653,222 shares of common stock underlying currently exercisable options priced at \$0.184 with an expiration date of December 31, 2012.
- (10) Amerivon Investments LLC holds these securities. Mr. Tyson is an affiliate of Amerivon Investments.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Tyson John E PO BOX 306 CRYSTAL BAY, NV 89402</b>	<b>X</b>	<b>X</b>		

**Signatures**

/s/ John E. Tyson

1/13/2010

Date

\*\* Signature of Reporting Person

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.

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