

Dolby Laboratories, Inc.
 Form 4
 March 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Dolby Dagmar

(Last) (First) (Middle)

C/O DOLBY LABORATORIES, INC., 100 POTRERO AVENUE

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Dolby Laboratories, Inc. [DLB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/05/2014

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V | (A) | (D) | Date Exercisable | Expiration Date | Title | A |
|----------------------|------------------------------|------------------|-----------------|------------------------|-------------------|-------------------|------------------|-----------------|----------------------|---|
| Class B Common Stock | (1) | 03/05/2014 | G | V | | 781,266 (2) | (1) | (1) | Class A Common Stock | |
| Class B Common Stock | (1) | 03/05/2014 | G | V | 781,266 (2) | | (1) | (1) | Class A Common Stock | |
| Class B Common Stock | (1) | 03/05/2014 | G | V | | 781,266 (2) | (1) | (1) | Class A Common Stock | |
| Class B Common Stock | (1) | 03/05/2014 | G | V | 781,266 (2) | | (1) | (1) | Class A Common Stock | |
| Class B Common Stock | (1) | 03/05/2014 | G | V | | 2,437,468 (6) | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | 2,437,468 (6) | | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | | 4,000,000 (8) | (1) | (1) | Class A Common Stock | 4 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | 4,000,000 (8) | | (1) | (1) | Class A Common Stock | 4 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | | 2,000,000 (10) | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | 2,000,000 (10) | | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | | 2,000,000 (10) | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | 03/05/2014 | G | V | 2,000,000 (10) | | (1) | (1) | Class A Common Stock | 2 |
| Class B Common Stock | (1) | | | | | | (1) | (1) | Class A Common Stock | |

| | | | | |
|----------------------------|-----|-----|-----|----------------------------|
| Class B Common Stock | (1) | (1) | (1) | Class A Common Stock |
| Class B Common Stock | (1) | (1) | (1) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Dolby Dagmar C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103 | | X | | |
| Ray Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 C/O DOLBY LABORATORIES, INC. 100 POTRERO AVENUE SAN FRANCISCO, CA 94103 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Daniel Rodriguez, Attorney-in-Fact for Dagmar Dolby | 03/06/2014 |
| **Signature of Reporting Person | Date |
| /s/ Daniel Rodriguez, Attorney-in-Fact for the Ray Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 | 03/06/2014 |
| **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) Shares of Class B Common Stock are convertible at any time at the option of the holder into shares of Class A Common Stock on a 1-for-1 basis.

On March 5, 2014, each of the Ray Dolby 2011 Trust A and the Ray Dolby 2011 Trust B transferred 781,266 shares of Class B Common Stock to the Marital Trust (each such trust as defined below). Each of the Ray Dolby 2011 Trust A and the Ray Dolby 2011 Trust B is a Grantor Retained Annuity Trust ("GRAT") whose trust instrument requires an annual annuity payment, and such share transfers were made in satisfaction of those annuity payment requirements and pursuant to the terms of each GRAT's trust instrument.
- (2) No reporting person received any funds or other consideration in exchange for such share transfers. Applicable rules consider such a share transfer made in satisfaction of a GRAT's annuity payment obligation to be exempt from the reporting requirements of Section 16(a) and the provisions of Section 16(b) of the Securities Exchange Act of 1934, as amended, and as a result the reporting persons are voluntarily reporting such share transfers on this Form 4.

Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2011 Trust A, dated December 14, 2011 (the "Ray Dolby 2011 Trust A"), voting power of which is held by Thomas E. Dolby, son of Dagmar Dolby, as Special Trustee of the Ray Dolby 2011 Trust A. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Ray Dolby 2011 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (3) Reflects shares of Class B Common Stock (as converted or convertible into, as applicable, a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Marital Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Marital Trust"), voting power of which is shared by the Trustee and David E. Dolby, son of Dagmar Dolby, as Special Trustee of

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the Marital Trust. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Marital Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

- (5) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2011 Trust B, dated December 14, 2011 (the "Ray Dolby 2011 Trust B"), voting power of which is held by David E. Dolby as Special Trustee of the Ray Dolby 2011 Trust B. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Ray Dolby 2011 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (6) On March 5, 2014, the Ray Dolby Trust (as defined below) transferred 2,437,468 shares of Class B Common Stock to the Marital Trust for tax and estate planning purposes. No reporting person received any funds or other consideration in exchange for such share transfer.
- (7) Reflects shares of Class B Common Stock (as converted or convertible into, as applicable, a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Ray Dolby Trust"), voting power of which is shared by the Trustee and David E. Dolby as Special Trustee of the Ray Dolby Trust. This report is filed jointly by Dagmar Dolby and the Ray Dolby Trust with respect to the securities held and transactions effected by the Ray Dolby Trust. The reporting persons disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interest therein.
- (8) On March 5, 2014, the Ray Dolby Trust transferred 4,000,000 shares of Class B Common Stock to the Dagmar Dolby Trust for tax and estate planning purposes. No reporting person received any funds or other consideration in exchange for such share transfer.
- (9) Reflects shares of Class B Common Stock (as converted or convertible into, as applicable, a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby Trust under the Dolby Family Trust instrument, dated May 7, 1999 (the "Dagmar Dolby Trust"), voting power of which is shared by the Trustee and David E. Dolby as Special Trustee of the Dagmar Dolby Trust. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Dagmar Dolby Trust. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (10) On March 5, 2014, the Dagmar Dolby Trust transferred 2,000,000 shares of Class B Common Stock to each of two GRATs, the Dagmar Dolby 2014 Trust AA and the Dagmar Dolby 2014 Trust BB (each such trust as defined below), for tax and estate planning purposes. No Reporting Person received any funds or other consideration in exchange for such share transfer.
- (11) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby 2014 Trust AA, dated March 5, 2014 (the "Dagmar Dolby 2014 Trust AA"), voting power of which is held by Thomas E. Dolby as Special Trustee of the Ray Dolby 2014 Trust AA. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Dagmar Dolby 2014 Trust AA. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (12) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Dagmar Dolby 2014 Trust BB, dated March 5, 2014 (the "Dagmar Dolby 2014 Trust BB"), voting power of which is held by David E. Dolby as Special Trustee of the Dagmar Dolby 2014 Trust BB. This report is filed by Dagmar Dolby with respect to the securities held and transactions effected by the Dagmar Dolby 2014 Trust BB. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (13) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2002 Trust A, dated April 19, 2002 (the "Ray Dolby 2002 Trust A"), voting power of which is held by Thomas E. Dolby as Special Trustee of the Ray Dolby 2002 Trust A. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2002 Trust A. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (14) Reflects shares of Class B Common Stock (as converted or convertible into, as applicable, a like number of shares of Class A Common Stock) held of record by Dagmar Dolby as the Trustee of the Ray Dolby 2002 Trust B dated April 19, 2002 (the "Ray Dolby 2002 Trust B"), voting power of which is held by David E. Dolby, son of Dagmar Dolby, as Special Trustee of the Ray Dolby 2002 Trust B. This report is filed by Dagmar Dolby with respect to the securities held by the Ray Dolby 2002 Trust B. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
- (15) Reflects shares of Class B Common Stock (convertible into a like number of shares of Class A Common Stock) held of record by Dolby Holdings II LLC, a limited liability company (the "Family LLC"), investment power of which is held by Dagmar Dolby, manager of the Family LLC, and voting power of which is held by (i) Thomas E. Dolby, son of Dagmar Dolby and a special manager of the Family LLC, with respect to 50% of such shares, and (ii) David E. Dolby, son of Dagmar Dolby and a special manager of the Family LLC, with respect to 50% of such shares. This report is filed by Dagmar Dolby with respect to the securities held by the Family LLC. The reporting person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.

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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