

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 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).

(Print or Type Responses)

1. Name and Address of Reporting Person* Kelly Dylan		2. Issuer Name and Ticker or Trading Symbol Resonant Inc [RESN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer	
(Last) (First) (Middle) C/O RESONANT INC., 175 CREMONA DRIVE, SUITE 200		3. Date of Earliest Transaction (Month/Day/Year) 12/02/2019			
(Street) GOLETA, CA 93117		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	
(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			

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	12/02/2019		A		200,000		(2)	(2)	Common Stock	200,000	\$ 0	200,000	D	
Restricted Stock Units	(1)	12/02/2019		A		200,000		(3)	09/30/2022	Common Stock	200,000	\$ 0	200,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Dylan C/O RESONANT INC. 175 CREMONA DRIVE, SUITE 200 GOLETA, CA 93117			Chief Operating Officer	

Signatures

/s/Martin S. McDermut, Attorney-In-Fact		12/04/2019
<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 ("RSU") represents a contingent right to receive one share of Resonant Inc. common stock.

- (2) The RSUs will vest in an initial installment of 50,000 shares on December 1, 2020, and in subsequent installments of 50,000 shares on each of December 1, 2021, December 1, 2022, and December 1, 2023.

- The RSUs are subject to share price vesting requirements, measured quarterly, based on the average of (a) the average high daily trading price of Resonant Inc. common stock for each trading day during the last month of the applicable calendar quarter and (b) the average low daily trading price of Resonant Inc. common stock for each trading day during the last month of the applicable calendar quarter, each as reported by The Nasdaq Stock Market, LLC (the "Applicable Share Price"). The RSUs are eligible to be earned on a quarterly basis based on a linear interpolation of the Applicable Share Price within the price performance range of between \$5.00 and \$20.00, or in the case of a liquidation event, on the day of (or in connection with) such liquidation event based on the applicable transaction price within the price performance range. Once earned, the RSUs vest and become exercisable (y) 50% on the date such RSUs become earned and (z) 50% on September 30, 2022.
- (3)

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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