

ZIX CORP
Form 4
August 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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, 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 *
SANCHEZ ANTONIO R III

2. Issuer Name and Ticker or Trading Symbol
ZIX CORP [ZIXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1111 BAGBY, SUITE 1600

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/09/2005	08/09/2005	P		20,068 (1) \$ 2.99 (2)	357,189 (3)	D

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

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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 (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. Amount or Number of Shares
Warrant	\$ 3.04	08/09/2005	08/09/2005	P	6,623 <u>(4)</u>	02/09/2006 08/09/2010	Common Stock	6,623 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANCHEZ ANTONIO R III 1111 BAGBY SUITE 1600 HOUSTON, TX 77002	X			

Signatures

/s/ Antonio R. Sanchez III 08/11/2005

__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) Pursuant to a Securities Purchase Agreement, dated August 9, 2005 (the "Securities Purchase Agreement"), Mr. Sanchez III has agreed to purchase a total of 33,446 units, each consisting of (a) one share of common stock of the issuer and (b) an associated warrant to purchase 0.33 of one share of common stock of the issuer (each, a "Unit"). The company issued 20,068 shares of common stock to Mr. Sanchez III at the closing of the Securities Purchase Agreement, as reflected in Table 1 on this Form 4, together with associated warrants to purchase up to 6,623 shares of common stock (reflected in Table II below). The remaining Units, including 13,378 shares of common stock, will be sold and issued to Mr. Sanchez III only following approval of such issuance by the shareholders of the issuer.
- (2) The shares of common stock reflected on Table I were purchased by Mr. Sanchez III as part of a Unit at a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock).
- (3) Includes (i) 187,068 shares held by Mr. Sanchez III directly, and (ii) 170,121 shares held by a trust for which he serves as co-trustee.
- (4) Pursuant to the Securities Purchase Agreement, Mr. Sanchez III has agreed to purchase a total of 33,446 Units from the issuer, including warrants to purchase up to a total of 11,037 shares of common stock. The company issued warrants to purchase 6,623 shares of common stock to Mr. Sanchez III at the closing of the Securities Purchase Agreement, as reflected in Table II on this Form 4, together with 20,068 shares of common stock (reflected on Table I above). The remaining Units, including warrants to purchase 4,414 shares of common stock, will be sold and issued to Mr. Sanchez III only following approval of such issuance by the shareholders of the issuer.
- (5) The warrants reflected on Table II were purchased by Mr. Sanchez III as part of a Unit with a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock). The per Unit price is also

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reflected on Table I above.

- Includes (i) 6,623 warrants for common stock held by Mr. Sanchez III directly, (ii) 56,666 shares that he has the right to acquire under (6) outstanding options held directly by Mr. Sanchez III, and (iii) 44,345 shares issuable to a trust for which he serves as co-trustee upon exercise of certain warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.