Edgar Filing: LIEMANDT JOSEPH - Form 4

LIEMAND Form 4	T JOSEPH										
July 25, 201	17										
OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB											
Chaols t			Vashington, D.C. 20549					OMB Number:	3235-0287 January 31,		
Check t if no lor subject	to STATEMEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
Section 16. Form 4 or			SECUI	RITIES		burden hours per response 0.					
Form 5 obligation	Filed pursuan					•					
See Instruction 1(b). See Instruction See Ins											
(Print or Type Responses)											
1. Name and	Address of Reporting Perso	1 <u>*</u> 2. Issu	er Name an	d Ticker or Tra	ding	4	5. Relationship of 1	Reporting Pers	son(s) to		
ESW Capital, LLC Sy							Issuer				
			te of Earliest Transaction				(Check all applicable)				
(Month.			onth/Day/Year)				Director 10% Owner Officer (give title Other (specify				
2650	4/2016				elow) below)						
	(Street)	4. If An					6. Individual or Joint/Group Filing(Check				
	· · · · · · · · · · · · · · · · · · ·				Applicable Line) Form filed by One Reporting Person						
AUSTIN, TX 78701X_ Form filed by More than One Reporting Person											
(City)	(State) (Zip)	Tal	ble I - Non-	Derivative Sec	uritie	s Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code(Instr. 3, 4 and 5)BeneficiallyYear)(Instr. 8)OwnedFollowing					6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			(A)				Reported Transaction(s)	(I) (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	11/04/2016		Р	1,500	А	\$8	2,875,323	D (1)			
Common Stock	05/30/2017		J <u>(2)</u>	2,875,323	D	\$0	2,875,323	D			
Common Stock	05/30/2017		J <u>(2)</u>	2,875,323	А	\$0	2,875,323	I	See Footnote (3)		
Common Stock							1,000,000	Ι	See Footnote (4)		
							1,803,574	Ι			

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Common Stock See Footnote (5)

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.

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
ESW Capital, LLC 401 CONGRESS AVENUE SUITE 2650 AUSTIN, TX 78701							
LIEMANDT JOSEPH 401 CONGRESS AVE. SUITE 2650 AUSTIN, TX 78701							
Signatures							
/s/ Andrew Price, Chief Financ	07/24/2017						
<u>**</u> Signature of Rep	orting Person	1			Date		
/s/ Andrew Price, Attorney-in- Liemandt	Fact for Mr. Joseph				07/24/2017		

**Signature of Reporting Person

Explanation of Responses:

Date

- * 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).

These shares are held directly by ESW Capital, LLC ("ESW"). Joseph Liemandt is the sole voting member of ESW and may be deemed to have beneficial ownership, for purposes of Section 13(d) of the Securities Exchange Act of 1934, of the shares held by ESW. Mr.

- (1) It is have beneficial ownership, for purposes of section 15(d) of the section 25(d) of the sectio
- (2) On May 30, 2017, ESW contributed to Wave Systems Corp. ("Wave"), a controlled subsidiary of ESW, for no consideration all of the shares held directly by ESW.
- (3) As of May 30, 2017, these shares are held directly by Wave, a controlled subsidiary of ESW. Each of Mr. Liemandt and ESW disclaims Section 16 beneficial ownership of the shares held by Wave, except to the extent, if any, of their respective pecuniary interest therein.

These shares are held directly by EPM Live, Inc., formerly known as Hipcricket, Inc. ("EPM Live"), a subsidiary and an affiliate of ESW.(4) Each of Mr. Liemandt and ESW disclaims Section 16 beneficial ownership of the shares held by EPM Live, except to the extent, if any, of their respective pecuniary interest therein.

- These shares are held directly by Acorn Performance Group, Inc. ("Acorn"), a controlled subsidiary of ESW. Each of Mr. Liemandt and
- (5) ESW disclaims Section 16 beneficial ownership of the shares held by Acorn, except to the extent, if any, of their respective 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. 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.