

VERAMARK TECHNOLOGIES INC
Form 4
July 25, 2013

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 *
DUBNIK STEVE M

2. Issuer Name and Ticker or Trading Symbol
VERAMARK TECHNOLOGIES INC [VERA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

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

VERAMARK TECHNOLOGIES, INC., 1565 JEFFERSON ROAD, SUITE 120

(Street)

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

ROCHESTER, NY 14623

(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)
				(A) or (D) Price			
VERA Common Stock					0	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. Price or Number of Shares
VERA Option Right to Purchase	\$ 0.5	07/22/2013		D ⁽¹⁾	10,000 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	VERA Common Stock	10,000 <u>(1)</u>
VERA Option Right to Purchase	\$ 0.61	07/22/2013		D ⁽¹⁾	2,500 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	VERA Common Stock	2,500 <u>(1)</u>
VERA Option Right to Purchase	\$ 0.4	07/22/2013		D ⁽¹⁾	2,500 <u>(1)</u>	<u>(1)</u> <u>(1)</u>	VERA Common Stock	2,500 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUBNIK STEVE M VERAMARK TECHNOLOGIES, INC. 1565 JEFFERSON ROAD, SUITE 120 ROCHESTER, NY 14623	X			

Signatures

/s/ Paul Opela, Attorney-in-fact for Steve M.
Dubnik

07/25/2013

**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) On 6/11/13, Veramark Technologies, Inc. (the "Company"), Hubspoke Holdings, Inc. ("Hubspoke") and TEM Holdings, Inc., a wholly-owned subsidiary of Hubspoke ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement") providing for a cash tender offer to acquire all of the outstanding shares of common stock of the Company for \$1.18 per share, to be followed by a merger of Merger Sub with and into the Company, with the Company to continue as the surviving corporation. Pursuant to

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the terms of the Merger Agreement, as of the effective time of the merger (7/22/13), these options were cancelled and Mr. Dubnik became entitled to receive a cash payment in an amount equal to the difference between \$1.18 and the exercise price per share under the option multiplied by the number of shares covered by the option.

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.