

DecisionPoint Systems, Inc.
Form 4
October 03, 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 *
SCHROEDER ROBERT C

(Last) (First) (Middle)

8697 RESEARCH DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DecisionPoint Systems, Inc. [DPSI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 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.

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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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | | | | |

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| Derivative Security | | Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
|--|---------|---|--|-------------|---|---------|-----|------------------|-----------------|--------------|----------------|
| | | | | | | | | | | | |
| Series D Convertible Preferred Stock | \$ 0.71 | 12/20/2012 | | P | | 4,000 | | 12/20/2012 | <u>(1)</u> | Common Stock | 5 |
| Warrants (Right to Buy) | \$ 1.1 | 12/31/2012 | | A | | 126,750 | | 12/31/2012 | 12/31/2017 | Common Stock | 12 |
| Series E Convertible Preferred Stock | \$ 0.5 | 11/12/2013 | | P | | 2,000 | | 11/12/2013 | <u>(1)</u> | Common Stock | 2 |
| Warrants (Right to Buy) | \$ 0.55 | 11/22/2013 | | A | | 120,700 | | 11/22/2013 | 11/22/2018 | Common Stock | 12 |
| Non-qualified Stock Options (right to buy) <u>(4)</u> | \$ 0.53 | 01/02/2014 | | A | | 18,868 | | 12/31/2014 | 01/02/2017 | Common Stock | 1 |
| Series D Convertible Preferred Stock | \$ 0.71 | 04/22/2014 | | <u>J(2)</u> | | 148 | | 04/22/2014 | <u>(1)</u> | Common Stock | 2 |
| Series E Convertible Preferred Stock | \$ 0.5 | 04/22/2014 | | <u>J(3)</u> | | 37 | | 04/22/2014 | <u>(1)</u> | Common Stock | |
| Stock Options (right to buy) <u>(4)</u> | \$ 0.46 | 06/30/2014 | | A | | 11,740 | | 06/30/2014 | 06/30/2017 | Common Stock | 1 |
| Stock Options (right to buy) <u>(4)</u> | \$ 0.4 | 09/30/2014 | | A | | 13,500 | | 09/30/2014 | 09/30/2017 | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHROEDER ROBERT C 8697 RESEARCH DRIVE IRVINE, CA 92618 | X | | | |

Signatures

/s/ Robert C.
Schroeder

10/03/2014

 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) The Series D Convertible Preferred Stock and Series E Convertible Preferred Stock may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (2) Reflects dividend made to holders of Series D Convertible Preferred Stock that was paid (issued) in shares of Series D Convertible Preferred Stock.
- (3) Reflects dividend made to holders of Series E Convertible Preferred Stock that was paid (issued) in shares of Series E Convertible Preferred Stock.
- (4) Options granted pursuant to DecisionPoint Systems, Inc.'s 2010 Stock Option Plan

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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