

SMIT ERIC
Form 4
March 04, 2019

FORM 4

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

OMB APPROVAL

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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 *
SMIT ERIC

(Last) (First) (Middle)
1252 BORREGAS AVENUE
(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EGAIN Corp [EGAN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2019

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)
Chief Financial Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/28/2019 | | S | 1,000 | D \$ 11.2 | 139,187 | D |
| Common Stock | 02/28/2019 | | M | 2,000 | D \$ 6.34 | 141,187 | D |
| Common Stock | 02/28/2019 | | S | 2,000 | D \$ 11.046 | 138,187 | D |
| Common Stock | 02/28/2019 | | M | 2,000 | D \$ 2.5 | 141,187 | D |
| Common Stock | 02/28/2019 | | S | 2,000 | D \$ 11.037 | 139,187 | D |

(2)

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

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(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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 6.34 | 02/28/2019 | | M | 2,000 | <u>(3)</u> 09/11/2024 | Common Stock | 2,000 |
| Employee Stock Option (right to buy) | \$ 2.5 | 02/28/2019 | | M | 2,000 | <u>(4)</u> 09/19/2027 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMIT ERIC 1252 BORREGAS AVENUE SUNNYVALE, CA 94089 | | | Chief Financial Officer | |

Signatures

/s/ Eric Smit 03/04/2019

**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).
 - Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.91 to \$11.2. The
 - (1) reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
 - Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.91 to \$11.2. The
 - (2) reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.
 - (3) The options, representing a right to purchase a total of 75,000 shares, became exercisable beginning on September 11, 2014 over four years at the rate of 1/48th of the total shares each month.
 - (4) The options, representing a right to purchase a total of 112,000 shares, became exercisable beginning on September 1, 2017 over four years at the rate of 1/48th of the total shares each month.

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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