

SHOCKLEY BRETT A
Form 4
February 22, 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 *
SHOCKLEY BRETT A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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

SUNNYVALE, CA 94089

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 02/19/2019 | | S | 48,684 | D | 11.56 | 1,316 | D |
| | | | | | | <u>(1)</u> | | |
| Common Stock | 02/20/2019 | | S | 7,047 | D | 11.51 | 0 | D |
| | | | | | | <u>(2)</u> | | |
| Common Stock | 02/21/2019 | | S | 5,793 | D | 11.83 | 0 | D |

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

SEC 1474 (9-02)

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (right to buy) | \$ 2.5 | 02/20/2019 | | M | 11,024 | <u>(3)</u> 09/19/2027 | Common Stock | 62,291 |
| Options (right to buy) | \$ 4.335 | 02/20/2019 | | M | 500 | <u>(4)</u> 11/06/2025 | Common Stock | 500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| SHOCKLEY BRETT A 1252 BORREGAS AVENUE SUNNYVALE, CA 94089 | X | | | External Director |

Signatures

/s/ Brett Shockley 02/22/2019

**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).

(1) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.41 to \$11.70. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer or a securityholder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

(2) Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.45 to \$11.55. The 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)

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The options, representing a right to purchase a total of 62,291 shares, became exercisable beginning on September 1, 2017 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 500 shares, became exercisable beginning on November 1, 2016 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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