

SOFTECH INC
Form 4
September 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
COOPER J PHILLIP

(Last) (First) (Middle)

**C/O SOFTECH, INC., 650
SUFFOLK STREET, STE 415**

(Street)

LOWELL, MA 01854

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOFTECH INC [SOFT]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

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)	Price			
				Code	V	Amount		
Common Stock, \$.10 par value	06/03/2014		D	5,000 (1)	D	\$ 5.5	25,000	D
Common Stock, \$.10 par value	08/22/2014		S	2,932	D	\$ 2.7038	22,068	D
Common Stock, \$.10 par value	08/25/2014		S	20	D	\$ 2.6	22,048	D
Common Stock, \$.10	08/25/2014		S	1,181	D	\$ 2.4	20,867	D

par value

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.

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. Amount or Number of Shares
Stock Option	\$ 3.4	12/19/2012		A	1,000	<u>(2)</u> 12/19/2022	Common Stock	1,000
Stock Option	\$ 2.75	01/22/2014		A	1,000	<u>(2)</u> 01/22/2024	Common Stock	1,000
Stock Option	\$ 1.84	04/08/2014		A	10,000	<u>(3)</u> 04/08/2024	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER J PHILLIP C/O SOFTECH, INC. 650 SUFFOLK STREET, STE 415 LOWELL, MA 01854	X			

Signatures

/s/ J. Phillip
Cooper

09/12/2014

**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).

Pursuant to the terms of the Securities Purchase Agreement between the Company and the Reporting Person, dated November 30, 2012,

- (1) the holder of these shares has exercised the right to require the Company to repurchase for cash 5,000 shares for a repurchase price of \$5.50 per share for a period of 30-days following the 18-month anniversary of the closing.
- (2) The options become exercisable in monthly equal installments for three years commencing on the date of grant.
- (3) The options become exercisable in monthly equal installments for two years commencing on the date of grant.

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.