DATAWATCH CORP

Form 4

November 08, 2016

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading G2 Investment Partners Management Issuer Symbol LLC DATAWATCH CORP [DWCH] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner Director __ Other (specify Officer (give title ONE ROCKEFELLER PLAZA, 11/04/2016 below) 23RD FLOOR 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person X_ Form filed by More than One Reporting

NEW YORK, NY 10020

| (City) | (State) (2 | (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) | on(A) or D: (D) | n(A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Form: Direct Deneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 11/04/2016 | 11/04/2016 | P | 3,100 | A | \$ 6.55 (2) | 1,194,692 | I | See footnote (1) |
| Common Stock | 11/04/2016 | 11/04/2016 | S | 8,200 | D | \$ 6.35 (3) | 1,186,492 | I | See footnote (1) |

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

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Person

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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 | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exer | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|---------|----------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | ionNumber | Expiration D | | Amou | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | (Year) | Under | , , | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (211512 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | . | . | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| G2 Investment Partners Management LLC ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020 | | X | | | | |
| G2 Investment Partners GP LLC ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020 | | X | | | | |
| Goldberg Josh ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020 | | X | | | | |

Signatures

| G2 Investment Partners Management, LLC, By: /s/ Josh Goldberg, Managing Member | | | | |
|--|-------------------------------|------------|--|--|
| ** | Signature of Reporting Person | Date | | |
| G2 Investment Partners GP LLC, By: /s/ Josh Goldberg, Managing Member | | | | |
| ** | Signature of Reporting Person | Date | | |
| /s/ Josh Goldberg | | 11/08/2016 | | |
| ** | 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) These securities are held in the accounts of private investment funds managed by G2 Investment Partners Management LLC ("G2 Investment Partners Management") and may be deemed to be beneficially owned by (i) G2 Investment Partners Management, (ii) G2 Investment Partners GP LLC, and (iii) Josh Goldberg, the managing member of G2 Investment Partners Management and G2 Investment

Reporting Owners 2

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Partners GP LLC (collectively, the "Reporting Persons"). The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

- The reported price is the weighted average purchase price for purchases on November 4, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.50 to \$6.55. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 4, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.35 to \$6.40. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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.