

DATAWATCH CORP
Form 4
December 05, 2016

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 *
G2 INVESTMENT PARTNERS QP LP

(Last) (First) (Middle)

ONE ROCKEFELLER PLAZA,
23RD FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DATAWATCH CORP [DWCH]

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2016

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		
Common Stock	11/11/2016	11/11/2016	S	513	D \$ 7	1,331,897	D ⁽¹⁾
Common Stock	11/11/2016	11/11/2016	P	69,553	A \$ 7.06 ₍₂₎	1,401,450	D ⁽¹⁾
Common Stock	11/11/2016	11/11/2016	S	79,932	D \$ 7.03 ₍₃₎	1,321,518	D ⁽¹⁾
Common Stock	11/11/2016	11/11/2016	P	32,264	A \$ 6.94 ₍₄₎	1,353,782	D ⁽¹⁾

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Common Stock	11/14/2016	11/14/2016	P	121,587	A	\$ 7.09 (5)	1,475,369	D (1)
Common Stock	11/14/2016	11/14/2016	S	72,743	D	\$ 7.07 (6)	1,402,626	D (1)
Common Stock	11/14/2016	11/14/2016	P	17,681	A	\$ 7.14 (7)	1,420,307	D (1)
Common Stock	11/14/2016	11/14/2016	S	65,405	D	\$ 7.1	1,354,902	D (1)
Common Stock	11/14/2016	11/14/2016	P	72,743	A	\$ 7.17 (8)	1,427,645	D (1)
Common Stock	11/14/2016	11/14/2016	S	95,562	D	\$ 7.16 (9)	1,332,083	D (1)
Common Stock	11/14/2016	11/14/2016	P	21,395	A	\$ 7.15	1,353,478	D (1)
Common Stock	11/14/2016	11/14/2016	S	5,306	D	\$ 7.1	1,348,172	D (1)
Common Stock	11/14/2016	11/14/2016	P	42,790	A	\$ 7.15 (10)	1,390,962	D (1)
Common Stock	11/14/2016	11/14/2016	S	31,151	D	\$ 7.1 (11)	1,359,811	D (1)
Common Stock	11/14/2016	11/14/2016	P	42,790	A	\$ 7.15 (12)	1,402,601	D (1)
Common Stock	11/14/2016	11/14/2016	S	53,248	D	\$ 7.08 (13)	1,349,353	D (1)
Common Stock	11/14/2016	11/14/2016	P	27,244	A	\$ 6.98 (14)	1,376,598	D (1)
Common Stock	11/14/2016	11/14/2016	S	47,993	D	\$ 6.97 (15)	1,328,604	D (1)
Common Stock	11/14/2016	11/14/2016	P	17,672	A	\$ 6.95 (16)	1,346,277	D (1)
Common Stock	11/14/2016	11/14/2016	S	685	D	\$ 7.05	1,345,592	D (1)

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Common Stock	11/14/2016	11/14/2016	P	64,185	A	\$ 7.11 (17)	1,409,777	D (1)
Common Stock	11/14/2016	11/14/2016	S	69,867	D	\$ 7.05 (18)	1,339,910	D (1)
Common Stock	11/14/2016	11/14/2016	P	4,983	A	\$ 7.05 (19)	1,344,894	D (1)
Common Stock	11/14/2016	11/14/2016	S	34,253	D	\$ 7.05 (20)	1,310,641	D (1)
Common Stock	11/14/2016	11/14/2016	P	47,925	A	\$ 7.1 (21)	1,358,566	D (1)
Common Stock	11/14/2016	11/14/2016	S	45,418	D	\$ 7.05	1,313,148	D (1)
Common Stock	11/15/2016	11/15/2016	S	69,320	D	\$ 7 (22)	1,243,828	D (1)
Common Stock	11/15/2016	11/15/2016	P	171	A	\$ 7	1,243,999	D (1)
Common Stock	11/15/2016	11/15/2016	S	44,638	D	\$ 7 (23)	1,199,362	D (1)
Common Stock	11/15/2016	11/15/2016	P	513	A	\$ 7.03 (24)	1,199,875	D (1)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
						Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
G2 INVESTMENT PARTNERS QP LP ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020		X		

Signatures

G2 Investment Partners QP LP By: G2 Investment Partners GP LLC By: Josh Goldberg, 12/05/2016
 Managing Member /s/ Josh Goldberg
**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 directly owned by G2 Investment Partners QP LP (the "Reporting Person"). These transactions were previously reported on the Form 4 filed by G2 Investment Partners Management LLC, G2 Investment Partners GP LLC and Josh Goldberg on November 14, 2016 and November 16, 2016.

The reported price is the weighted average purchase price for purchases on November 11, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$7.00 to \$7.10. 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.
 - (3) The reported price is the weighted average sale price for sales on November 11, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.95 to \$7.13. 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.
 - (4) The reported price is the weighted average purchase price for purchases on November 11, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.85 to \$6.95. 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.
 - (5) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$6.90 to \$7.10. The Reporting Person undertakes 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.
 - (6) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.05 to \$7.13. The Reporting Person undertakes 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.
 - (7) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.10 to \$7.15. The Reporting Person undertakes 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.
 - (8) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.15 to \$7.20. The Reporting Person undertakes 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.
 - (9) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.10 to \$7.20. The Reporting Person undertakes 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.

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(10) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.10 to \$7.15 The Reporting Person undertakes 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.

(11) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.10 to \$7.13. The Reporting Person undertakes 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.

(12) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.10 to \$7.15 The Reporting Person undertakes 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.

(13) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.10 to \$7.13. The Reporting Person undertakes 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.

(14) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$6.95 to \$7.00 The Reporting Person undertakes 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.

(15) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$6.90 to \$7.00. The Reporting Person undertakes 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.

(16) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$6.95 to \$7.10 The Reporting Person undertakes 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.

(17) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.05 to \$7.15 The Reporting Person undertakes 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.

(18) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.05 to 7.08. The Reporting Person undertakes 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.

(19) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.00 to \$7.05 The Reporting Person undertakes 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.

(20) The reported price is the weighted average sale price for sales on November 14, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.05 to 7.08. The Reporting Person undertakes 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.

(21) The reported price is the weighted average purchase price for purchases on November 14, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.08 to \$7.10 The Reporting Person undertakes 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.

(22) The reported price is the weighted average sale price for sales on November 15, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.00 to 7.03. The Reporting Person undertakes 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.

(23) The reported price is the weighted average sale price for sales on November 15, 2016 by the Reporting Person. The actual prices of such sales ranged from \$7.00 to 7.05. The Reporting Person undertakes 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.

(24) The reported price is the weighted average purchase price for purchases on November 15, 2016 by the Reporting Person. The actual prices of such purchases ranged from \$7.00 to \$7.05 The Reporting Person undertakes 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.

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.