DATAWATCH CORP

Form 4

January 26, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

_X__ 10% Owner __Other (specify

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * G2 Investment Partners Management LLC

> (Last) (First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

DATAWATCH CORP [DWCH]

3. Date of Earliest Transaction (Month/Day/Year) 01/24/2017

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

ONE ROCKEFELLER PLAZA, 23RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

below) 6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

NEW YORK, NY 10020

(City)	(State) (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. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	posed	of (D)	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)
Common Stock	01/24/2017	01/24/2017	S		D	\$ 5.58 (2)	1,241,992	I	See Footnote
Common Stock	01/25/2017	01/25/2017	S	37,265	D	\$ 5.62 (3)	1,204,727	I	See Footnote (1)
Common Stock	01/26/2017	01/26/2017	S	21,262	D	\$ 5.98 (4)	1,183,465	I	See Footnote (1)

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

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or		ate	7. Title Amoun Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo
					Disposed of (D) (Instr. 3,						Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of 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	01/26/2017			
**Signature of Reporting Person	Date			

Reporting Owners 2

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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).
 - 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
- (1) Investment Partners GP LLC, and (iii) Josh Goldberg, the managing member of G2 Investment Partners Management and G2 Investment 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 sale price for sales on January 24, 2017 by the Reporting Persons. The actual prices of such sales ranged from \$5.40 to \$5.65. 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.
- The reported price is the weighted average sale price for sales on January 25, 2017 by the Reporting Persons. The actual prices of such sales ranged from \$5.60 to \$5.65. 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.
- The reported price is the weighted average sale price for sales on January 26, 2017 by the Reporting Persons. The actual prices of such sales ranged from \$5.80 to \$6.08. 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.