

BSQUARE CORP /WA

Form 4

November 19, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jurgensen Jr Elliott H

(Last) (First) (Middle)

110 - 110TH AVE., NE, SUITE 300

(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BSQUARE CORP /WA [BSQR]

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

11/17/2015

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/17/2015		M	6,250 A	\$ 5.35 189,107	D	
Common Stock ⁽¹⁾	11/17/2015		S	6,250 D	\$ 7.1814 182,857	D	
Common Stock ⁽²⁾	11/17/2015		S	3,988 D	\$ 7.1787 178,869	D	
Common Stock ⁽³⁾	11/17/2015		S	1,660 D	\$ 7.1787 177,209	D	
Common Stock ⁽⁴⁾	11/17/2015		S	3,000 D	\$ 7.1787 174,209	D	
	11/17/2015		S	3,000 D	171,209	D	

Edgar Filing: BSQUARE CORP /WA - Form 4

Common Stock <u>(5)</u>					\$	7.1787	
Common Stock <u>(6)</u>	11/17/2015	S	3,000	D	\$	7.1787	168,209 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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 5.35	11/17/2015		M	6,250	08/15/2007 ⁽⁷⁾ 05/15/2017	Common Stock 6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurgensen Jr Elliott H 110 - 110TH AVE., NE SUITE 300 BELLEVUE, WA 98004	X			

Signatures

/s/ Elliott H.
Jurgensen, Jr. 11/19/2015

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.065 to \$7.33, inclusive. The reporting person undertakes to provide to BSQUARE Corporation, any security holder of BSQUARE

- (1) Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (6) to this Form 4.
- (2) Represents one-fourth of the fully vested 15,952 restricted stock units granted on 6/24/14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
- (3) Represents the vested portion of 6,640 restricted stock units granted on 6/16/15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
- (4) Represents all of the vested shares of restricted stock granted on 5/18/10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
- (5) Represents all of the vested shares of restricted stock granted on 3/30/10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
- (6) Represents all of the vested shares of restricted stock granted on 8/17/10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
- (7) The option vested quarterly at a rate of one-eighth of the options per quarter over a 2 year period.

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.