

RADISYS CORP
Form 4
June 28, 2012

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 *
Nierenberg Investment Management Company, Inc.

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RADISYS CORP [RSYS]

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2012

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)	Code	V	Amount	(D)	Price

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Restricted Stock Units	(1)	06/26/2012	A	1,620	(1)	(1)	Common Stock	1,620
Restricted Stock Units	(1)	06/26/2012	A	5,320	(1)	(1)	Common Stock	5,320
Restricted Stock Units	(1)	06/26/2012	A	560	(1)	(1)	Common Stock	560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nierenberg Investment Management Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607	X	X		
Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Bulldog Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Canadian Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc. (NIMCO)	06/28/2012
__Signature of Reporting Person	Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, LP	06/28/2012
__Signature of Reporting Person	Date
David Nierenberg	06/28/2012
__Signature of Reporting Person	Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Canadian Fund, LP	06/28/2012
__Signature of Reporting Person	Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP	06/28/2012
__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).

David Nierenberg is a member of the Board of Directors of the issuer. As a director, Mr. Nierenberg was granted 7,500 restricted stock units on June 26, 2012 which vest 50% per year on the anniversary of the grant date. These restricted stock units are held for the benefit

(1) of the reporting persons identified above in Table II of this Form 4. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. One share of common stock will be automatically delivered to the reporting person for each restricted stock unit that vests.

Additionally: (a) The D3 Family Fund, L.P. owns 728,293 shares of common stock and 1,300 stock options, (b) The D3 Family Bulldog Fund, L.P. owns 2,745,429 shares of common stock and 5,100 stock options, (c) The D3 Family Canadian Fund, L.P. owns 256,398 shares of common stock and 600 stock options, and (d) The DIII Offshore Fund, L.P. owns 801,176 shares of common stock.

(3) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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