

Cox Christopher T
Form 4
December 13, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox Christopher T

(Last) (First) (Middle)

C/O DATAWATCH
CORPORATION, 4 CROSBY
DRIVE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2018

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 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)
				(A) or (D)			
Common Stock	11/20/2018		G	V 31,000 D	\$ 0 310,570 ⁽¹⁾	D	
Common Stock	12/13/2018		U	298,069 D	⁽²⁾ 12,501	D	
Common Stock	12/13/2018		D	12,501 D	⁽³⁾ 0	D	
Common Stock	12/13/2018		U	35,000 D	⁽⁴⁾ 0	I	See Footnote ⁽⁵⁾

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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. 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cox Christopher T
C/O DATAWATCH CORPORATION
4 CROSBY DRIVE
BEDFORD, MA 01730

X

Signatures

/s/ Robert V. Jahrling as attorney-in-fact for Reporting
Person

12/13/2018

__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) Reflects the pro rata distribution for no additional consideration from WC Capital, LLC, of which Mr. Cox is managing member, exempt pursuant to Rule 16a-13.

(2) Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 5, 2018, by and among Datawatch Corporation, a Delaware corporation (the "Company"), Altair Engineering Inc., a Delaware corporation (the "Altair"), and Dallas Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Altair (the "Purchaser"), and the terms of the Tender and Support Agreement, dated as of November 5, 2018, by and among Altair, Purchaser and each stockholder of the Company listed on Annex I of the Tender and Support Agreement, the reporting person disposed of these shares of the Company's Common Stock in the tender offer launched by Purchaser

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Pursuant to the terms of restricted stock unit ("RSU") grant agreements, the vesting of RSUs was accelerated in connection with the Merger and such RSUs became fully vested effective immediately prior to the effective time of the merger contemplated by the Merger Agreement (the "Merger"). Pursuant to the terms of the Merger Agreement, each such RSU was cancelled in the Merger and, in lieu of any issuance of shares in settlement of such RSU, converted into the right to receive a cash payment equal to \$13.10 per share (without interest and less any applicable tax withholding).

- (3)
- (4) Pursuant to the terms of the Merger Agreement, these shares of the Company's Common Stock were disposed of in the tender offer launched by Purchaser.

Mr. Cox's spouse is a trustee and a beneficiary of the trust that holds these securities. Mr. Cox is neither a trustee nor a beneficiary of the trust. Mr. Cox disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Cox is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

- (5)

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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