### BSQUARE CORP/WA

Form 4

November 19, 2015

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

**OMB** 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol BSQUARE CORP/WA [BSQR]

(Check all applicable)

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

\_X\_\_ Director 10% Owner

110 - 110TH AVE., NE, SUITE 300

(Street)

11/17/2015

Officer (give title Other (specify below)

(Middle)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BELLEVUE, WA 98004

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y 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)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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	11/17/2015		Code V M	Amount 6,250	(D)	Price \$ 5.35	189,107	D	
Stock	11/1//2013		1 <b>V1</b>	0,230	A	ф <i>э.ээ</i>	109,107	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	

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Common Stock (5)					\$ 7.1787		
Common Stock (6)	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

7 Title and Amount of

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Derivative Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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 <u>(7)</u>	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.

1 Title of 2

Jurgensen, Jr. 11/19/2015

\*\*Signature of Reporting Date
Person

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).
- 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.