

SANDERS DON A

Form 4

August 05, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMH Private Equity Group II, L.P.

(Last) (First) (Middle)

600 TRAVIS, SUITE 5800

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

RigNet, Inc. [RNET]

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

08/04/2011

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)

See General Remarks

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/04/2011		J ⁽¹⁰⁾		551,508	D	(10) 0
Common Stock	08/04/2011		J ⁽¹⁰⁾		968,816	D	(10) 0
Common Stock	08/04/2011		J ⁽¹¹⁾		139,940	A	(11) 486,654
Common Stock	08/04/2011		J ⁽¹¹⁾		19,343	A	(11) 122,033
Common Stock	08/04/2011		J ⁽¹¹⁾		25,545	A	(11) 158,081

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Common Stock	08/04/2011	J ⁽¹¹⁾	90,726	A	<u>(11)</u>	104,319	D ⁽⁶⁾
Common Stock	08/04/2011	J ⁽¹⁰⁾	10,164	D	<u>(10)</u>	0	D ⁽⁷⁾
Common Stock	08/04/2011	J ⁽¹¹⁾	136,253	A	<u>(11)</u>	136,253	D ⁽⁸⁾
Common Stock	08/04/2011	J ⁽¹⁰⁾	123,764	D	<u>(10)</u>	12,489	D ⁽⁸⁾
Common Stock						0	D ⁽⁹⁾

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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMH Private Equity Group II, L.P. 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002	X See General Remarks
SMH PEG MANAGEMENT II, LLC 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002	X See General Remarks
	X

SANDERS MORRIS HARRIS PRIVATE EQUITY GROUP I L P 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002		See General Remarks
SMH PEG Management, LLC 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002	X	See General Remarks
SANDERS DON A 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002	X	See General Remarks
SANDERS OPPORTUNITY FUND LP 600 TRAVIS, SUITE 3100 HOUSTON, TX 77002	X	See General Remarks
SANDERS OPPORTUNITY INSTITUTIONAL LP 600 TRAVIS, SUITE 3100 HOUSTON, TX 77002	X	See General Remarks
SANDERS MORRIS HARRIS INC. 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002	X	See General Remarks
EDELMAN FINANCIAL GROUP INC. 600 TRAVIS, SUITE 5800 HOUSTON, TX 77002	X	

Signatures

John T. Unger, authorized agent for SMH PEG Management II, LLC, general partner of SMH Private Equity Group II, L.P.	08/05/2011
__Signature of Reporting Person	Date
John T. Unger, authorized agent of SMH PEG Management, LLC, general partner of Sanders Morris Harris Private Equity Group I, L.P.	08/05/2011
__Signature of Reporting Person	Date
John T. Unger, authorized agent of SMH PEG Management, LLC	08/05/2011
__Signature of Reporting Person	Date
John T. Unger, authorized agent of SMH PEG Management II, LLC	08/05/2011
__Signature of Reporting Person	Date
John T. Unger, authorized agent of SOF Management, LLC, general partner of Sanders Opportunity Fund, L.P.	08/05/2011
__Signature of Reporting Person	Date
John T. Unger, authorized agent of SOF Management, LLC, general partner of Sanders Opportunity Fund (Institutional), L.P.	08/05/2011
__Signature of Reporting Person	Date
Don A Sanders	08/05/2011
__Signature of Reporting Person	Date
John T. Unger, Senior Vice President and General Counsel of Sanders Morris Harris Inc.	08/05/2011

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__Signature of Reporting Person

Date

John T. Unger, Senior Vice President and General Counsel of Sanders Morris Harris Group Inc.

08/05/2011

__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) These securities are owned directly by SMH Private Equity Group II, L.P. and indirectly by SMH PEG Management II, LLC, the general partner of SMH Private Equity Group II, L.P., Sanders Morris Harris Inc., the controlling member of SMH PEG Management II, LLC, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. SMH PEG Management II, LLC, Sanders Morris Harris Inc., and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (2) These securities are owned directly by Sanders Morris Harris Private Equity Group I, L.P. (also referred to as SMH Private equity Group I, L.P.) and indirectly by SMH PEG Management I, LLC, the general partner of Sanders Morris Harris Private Equity Group I, L.P., Sanders Morris Harris Inc., the controlling member of SMH PEG Management I, LLC, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. SMH PEG Management I, LLC, Sanders Morris Harris Inc., and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (3) These securities are owned directly by Sanders Opportunity Fund (Institutional), L.P. and indirectly by SOF Management, LLC, the general partner of Sanders Opportunity Fund (Institutional), L.P., Sanders Morris Harris Inc., the controlling member of SOF Management, LLC, Don A. Sanders, the chief investment officer of SOF Management, LLC, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. SOF Management, LLC, Don A. Sanders, Sanders Morris Harris Inc., and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (4) These securities are owned directly by Sanders Opportunity Fund, L.P. and indirectly by SOF Management, LLC, the general partner of Sanders Opportunity Fund, L.P., Sanders Morris Harris Inc., the controlling member of SOF Management, LLC, Don A. Sanders, the chief investment officer of SOF Management, LLC, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc., SOF Management, LLC, Don A. Sanders, Sanders Morris Harris Inc., and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (5) These securities are owned directly by Don A. Sanders and indirectly by Sanders Morris Harris Inc., Mr. Sanders employer, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. Sanders Morris Harris Inc. and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (6) These securities are owned directly by Sanders Morris Harris Inc. and indirectly by Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (7) These securities are owned directly by SMH PEG Management II, LLC and indirectly by Sanders Morris Harris Inc., the controlling member of SMH PEG Management II, LLC, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. Sanders Morris Harris Inc. and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (8) These securities are owned directly by SMH PEG Management, LLC and indirectly by Sanders Morris Harris Inc., the controlling member of SMH PEG Management, LLC, and Sanders Morris Harris Group Inc., the parent of Sanders Morris Harris Inc. Sanders Morris Harris Inc. and Sanders Morris Harris Group Inc. disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (9) These shares are owned by Sanders Morris Harris Group Inc.
- (10) Pro rata distribution by reporting person to partners
- (11) Pro rata distribution to reporting person

Remarks:

This is a joint filing by SMH Private Equity Group, L.P., Sanders Morris Harris Private Equity Group I, L.P. (also known as S

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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