## Edgar Filing: BSQUARE CORP /WA - Form 4

BSQUARE C	CORP /WA										
Form 4											
February 18,	2014										
FORM	4								-	PPROVAL	
	CIVILED 5	TATES		ITIES A hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or Form 5 obligation	GES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934,					Expires: Estimated a burden hou response	rs per				
may conti See Instru 1(b).	inue. Section 17(a			ility Hold estment	•	· ·		f 1935 or Sectio 40	'n		
(Print or Type R	lesponses)										
MAHAN SCOTT C Symbol				suer Name <b>and</b> Ticker or Trading ol UARE CORP /WA [BSQR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M		-	Earliest Tra	_	-	-	(Chec	ck all applicable	e)	
, <i>,</i> ,	I AVE., NE, SUIT	,	(Month/Da 02/13/20	ay/Year)	uisaction			Director X Officer (give below) Sr. VP (		o Owner er (specify FO	
			Amendment, Date Original (Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
BELLEVUE	E, WA 98004								More than One Re		
(City)	(State) (2	Zip)	Table	e I - Non-D	erivative S	Securi	ties Acc	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8) Code V		ispose	d of	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	02/13/2014			F	204 (1)	D	\$ 3.29	86,331	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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Addre</b>	ess	Relationships						
	Director	10% Owner	Officer	Other				
MAHAN SCOTT C 110 - 110TH AVE., NE SUITE 200 BELLEVUE, WA 98004			Sr. VP Operations & CFO					
Signatures								
/s/ Scott C. Mahan	02/18/2014							
<u>**</u> 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) Represents shares that were withheld to pay the minimum tax liability for the restricted stock units that vested on February 13, 2014.

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.