

JEPSON CHARLES W
 Form 4
 April 25, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JEPSON CHARLES W

2. Issuer Name and Ticker or Trading Symbol
EGAIN Corp [egan]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1252 BORREGAS AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP

(Street)
SUNNYVALE, CA 94089

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/22/2013 | | M | 100 A \$ 0.78 | 100 | D | |
| Common Stock <u>(1)</u> | 04/22/2013 | | S | 100 D \$ 800 <u>(2)</u> <u>(3)</u> | 0 | D | |
| Common Stock | 04/22/2013 | | M | 6,000 A \$ 0.78 | 6,000 | D | |
| Common Stock <u>(1)</u> | 04/22/2013 | | S | 6,000 D \$ 47,503 <u>(2)</u> <u>(5)</u> | 6,000 | D | |
| Common Stock | 04/23/2013 | | M | 9,900 A \$ 0.78 | 9,900 | D | |

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Common Stock ⁽¹⁾ 04/23/2013 S 9,900 D \$ 79,200 0 D
(2) (3)

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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 0.78 | 04/22/2013 | | M | 100 | <u>(4)</u> 06/28/2020 | Common Stock | 100 |
| Employee Stock Option (right to buy) | \$ 0.78 | 04/22/2013 | | M | 6,000 | <u>(4)</u> 06/28/2020 | Common Stock | 6,000 |
| Employee Stock Option (right to buy) | \$ 0.78 | 04/23/2013 | | M | 9,900 | <u>(4)</u> 06/28/2020 | Common Stock | 9,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JEPSON CHARLES W 1252 BORREGAS AVENUE | | | SVP | |

SUNNYVALE, CA 94089

Signatures

/s/ Charles
Jepson

04/25/2013

__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) This sale of common stock was effected pursuant to a Rule 10b5 sales plan adopted by the reporting person on March 8, 2013.
- (2) Reporting person undertakes to provide upon request by the Securities and Exchange Commission, the issuer or a security holder of the issuer detailed information regarding the price and number of shares sold within the range indicated.
- (3) Price per share was \$8.00.
- (4) This option became exercisable as to 25% of the shares on 6/28/11 and became exercisable as to 1/48th of the shares each full month thereafter.
- (5) Represents a weighted average sale price. Actual sale prices ranged from \$7.86 to 7.95.

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.