

SOFTECH INC  
Form 4  
September 12, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**COOPER J PHILLIP**

(Last) (First) (Middle)

**C/O SOFTECH, INC., 650  
SUFFOLK STREET, STE 415**

(Street)

**LOWELL, MA 01854**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SOFTECH INC [SOFT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/19/2012**

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 (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)
				(A) or (D) Code V Amount Price			
Common Stock, \$.10 par value	06/03/2014		D	5,000 (1)	\$ 5.5 25,000	D	
Common Stock, \$.10 par value	08/22/2014		S	2,932	\$ 2.7038 22,068	D	
Common Stock, \$.10 par value	08/25/2014		S	20	\$ 2.6 22,048	D	
Common Stock, \$.10	08/25/2014		S	1,181	\$ 2.4 20,867	D	

par value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Stock Option	\$ 3.4	12/19/2012		A	1,000	<u>(2)</u> 12/19/2022	Common Stock	1,000
Stock Option	\$ 2.75	01/22/2014		A	1,000	<u>(2)</u> 01/22/2024	Common Stock	1,000
Stock Option	\$ 1.84	04/08/2014		A	10,000	<u>(3)</u> 04/08/2024	Common Stock	10,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

COOPER J PHILLIP  
C/O SOFTECH, INC.  
650 SUFFOLK STREET, STE 415  
LOWELL, MA 01854

X

## Signatures

/s/ J. Phillip  
Cooper

09/12/2014

\*\*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).

Pursuant to the terms of the Securities Purchase Agreement between the Company and the Reporting Person, dated November 30, 2012,

- (1) the holder of these shares has exercised the right to require the Company to repurchase for cash 5,000 shares for a repurchase price of \$5.50 per share for a period of 30-days following the 18-month anniversary of the closing.
- (2) The options become exercisable in monthly equal installments for three years commencing on the date of grant.
- (3) The options become exercisable in monthly equal installments for two years commencing on the date of grant.

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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