#### DATAWATCH CORP

Form 4 April 22, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Cox Christopher T

2. Issuer Name and Ticker or Trading Symbol

DATAWATCH CORP [DWCH]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director Officer (give title below)

10% Owner Other (specify

C/O DATAWATCH CORPORATION, 271 MILL ROAD, QUORUM OFFICE PARK

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

04/20/2015

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

CHELMSFORD, MA 01824

(State)

04/20/2015

Form filed by More than One Reporting Person

1.Title of	2. Transaction Date	2A. Deemed
Security	(Month/Day/Year)	Execution Date, if
(Instr. 3)		any
		(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

D

I

I

(A) Transaction(s) or (Instr. 3 and 4) (D) Price

Code V Amount

\$0 2,500 28,728 (1)A (1)

Common Stock

689,966 (2)

35,000

See footnote (2)

Common

Stock

Common

Stock

(City)

See footnote (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

**SEC 1474** (9-02)

### Edgar Filing: DATAWATCH CORP - Form 4

#### 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or Namel		
						Exercisable Date	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other

Cox Christopher T C/O DATAWATCH CORPORATION 271 MILL ROAD, QUORUM OFFICE PARK CHELMSFORD, MA 01824

X

# **Signatures**

/s/ William B. Asher, Jr. as attorney-in-fact for Reporting Person

04/22/2015

\*\*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).
- The securities awarded on 4/20/2015 are in the form of restricted stock units (RSUs) issued pursuant to the Datawatch Second Amended and Restated 2011 Equity Compensation and Incentive Plan. 833 RSUs will vest on 5/1/2016 and an additional 833 RSUs will vest at 5/1/2017, with the final 834 RSUs vesting on 5/1/2018. This vesting schedule is subject to acceleration in certain instances in connection with an acquisition or other change of control event.
- Includes 689,966 shares held by WC Capital, LLC. Mr. Cox, as an investor in and Managing Member of WC Capital, LLC, shares the power to vote and dispose of all 689,966 shares of the Common Stock of the Company held by WC Capital, LLC.
- Mr. Cox's spouse is a trustee and a beneficiary of the trust that holds these securities. Mr. Cox is neither a trustee nor a beneficiary of the (3) trust. Mr. Cox disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Cox is the beneficial owner of the securities for purposes of Section 16 or for any other purposes.

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.

Reporting Owners 2