

FRIEDMAN DONALD R  
Form 4  
December 13, 2018

**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 \*  
FRIEDMAN DONALD R

2. Issuer Name and Ticker or Trading Symbol  
DATAWATCH CORP [DWCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2018

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

C/O DATAWATCH CORPORATION, 4 CROSBY DRIVE

(Street)

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

BEDFORD, MA 01730

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/13/2018		U		15,665	D	(1) 13,335
Common Stock	12/13/2018		D		13,335	D	(2) 0

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
FRIEDMAN DONALD R C/O DATAWATCH CORPORATION 4 CROSBY DRIVE BEDFORD, MA 01730		X		

## Signatures

/s/ Robert V. Jahrling as attorney-in-fact for Reporting Person 12/13/2018

\_\_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) Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of November 5, 2018, by and among Datawatch Corporation, a Delaware corporation (the "Company"), Altair Engineering Inc., a Delaware corporation (the "Altair"), and Dallas Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Altair (the "Purchaser"), and the terms of the Tender and Support Agreement, dated as of November 5, 2018, by and among Altair, Purchaser and each stockholder of the Company listed on Annex I of the Tender and Support Agreement, the reporting person disposed of these shares of the Company's Common Stock in the tender offer launched by Purchaser.
- (2) Pursuant to the terms of restricted stock unit ("RSU") grant agreements, the vesting of RSUs was accelerated in connection with the Merger and such RSUs became fully vested effective immediately prior to the effective time of the merger contemplated by the Merger Agreement (the "Merger"). Pursuant to the terms of the Merger Agreement, each such RSU was cancelled in the Merger and, in lieu of any issuance of shares in settlement of such RSU, converted into the right to receive a cash payment equal to \$13.10 per share (without interest and less any applicable tax withholding).

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.