DATAWATCH CORP

Form 4

November 09, 2016

FORM 4

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

OMB

Check this box if no longer subject to

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * G2 Investment Partners Management LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) DATAWATCH CORP [DWCH]

(Check all applicable)

ONE ROCKEFELLER PLAZA,

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

Director

Officer (give title below)

_X__ 10% Owner _ Other (specify

23RD FLOOR

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

11/07/2016

Form filed by One Reporting Person X Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10020

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	lly 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. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 3	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		C
Common Stock	11/07/2016	11/07/2016	P	2,100	A	\$ 6.19 (2)	1,189,568	I	See Footnote
Common Stock	11/07/2016	11/07/2016	S	1,150	D	\$ 6.15	1,188,418	I	See Footnote (1)
Common Stock	11/08/2016	11/08/2016	P	12,900	A	\$ 6.26 (3)	1,201,318	I	See Footnote (1)
Common Stock	11/08/2016	11/08/2016	S	2,600	D	\$ 6.27	1,198,718	I	See Footnote

						<u>(4)</u>			<u>(1)</u>
Common Stock	11/08/2016	11/08/2016	P	100	A	\$ 6.45	1,198,818	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	500	D	\$ 6.18 (5)	1,198,318	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	200	A	\$ 6.25 (6)	1,198,518	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	1,600	D	\$ 6.05	1,196,918	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	3,678	A	\$ 6.19 (7)	1,200,596	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	2,700	D	\$ 6.15 (8)	1,197,896	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	13,800	A	\$ 6.19 (9)	1,211,696	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	400	D	\$ 6.15 (10)	1,211,296	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	4,800	A	\$ 6.25 (11)	1,216,096	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	3,900	D	\$ 6.32 (12)	1,212,196	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	8,400	A	\$ 6.44 (13)	1,220,596	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	8,100	D	\$ 6.36 (14)	1,212,496	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	14,500	A	\$ 6.36 (15)	1,226,996	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	1,200	D	\$ 6.3 (16)	1,225,796	I	See Footnote

Common Stock	11/08/2016	11/08/2016	P	23,600	A	\$ 6.39 (17)	1,249,396	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	8,900	D	\$ 6.45 (18)	1,240,496	I	See Footnote (1)
Common Stock	11/08/2016	11/08/2016	P	8,000	A	\$ 6.46 (19)	1,248,496	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	3,924	D	\$ 6.41 (20)	1,244,572	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	25,100	A	\$ 6.51 (21)	1,269,672	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	200	D	\$ 6.6	1,269,472	I	See Footnote
Common Stock	11/08/2016	11/08/2016	P	6,200	A	\$ 6.54 (22)	1,275,672	I	See Footnote
Common Stock	11/08/2016	11/08/2016	S	8,000	D	\$ 6.5 (23)	1,267,672	I	See Footnote (1)
Common Stock	11/08/2016	11/08/2016	P	1,300	A	\$ 6.33 (24)	1,268,972	I	See Footnote

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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				
					4, and 5)				

Date Expiration Or Number Of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting owner runte, runtess	Director	10% Owner	Officer	Other	
G2 Investment Partners Management LLC ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020		X			
G2 Investment Partners GP LLC ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020		X			
Goldberg Josh ONE ROCKEFELLER PLAZA, 23RD FLOOR NEW YORK, NY 10020		X			

Signatures

G2 Investment Partners Management, LLC, By: /s/ Josh Goldberg, Managing Member				
**Signature	of Reporting Person	Date		
G2 Investment Partners GP LLC, By: /s/ Josh Goldberg, Managing Member				
**Signature	of Reporting Person	Date		
/s/ Josh Goldberg		11/09/2016		
**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).

These securities are held in the accounts of private investment funds managed by G2 Investment Partners Management LLC ("G2 Investment Partners Management") and may be deemed to be beneficially owned by (i) G2 Investment Partners Management, (ii) G2

- (1) Investment Partners GP LLC, and (iii) Josh Goldberg, the managing member of G2 Investment Partners Management and G2 Investment Partners GP LLC (collectively, the "Reporting Persons"). The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.
- The reported price is the weighted average purchase price for purchases on November 7, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.15 to \$6.20. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.23 to \$6.50. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.25 to \$6.45. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Reporting Owners 4

- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.15 to \$6.20. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.20 to \$6.30. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.15 to \$6.30. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.15 to \$6.25. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.13 to \$6.25. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.15 to \$6.20. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.20 to \$6.50. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.30 to \$6.50. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.35 to \$6.55. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.35 to \$6.50. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.25 to \$6.50. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.30 to \$6.35. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.30 to \$6.55. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.40 to \$6.48. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.35 to \$6.55. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.40 to \$6.45. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.45 to \$6.60. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

(22)

The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual prices of such purchases ranged from \$6.50 to \$6.60. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- The reported price is the weighted average sale price for sales on November 8, 2016 by the Reporting Persons. The actual prices of such sales ranged from \$6.45 to \$6.55. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- The reported price is the weighted average purchase price for purchases on November 8, 2016 by the Reporting Persons. The actual (24) prices of such purchases ranged from \$6.40 to \$6.45. The Reporting Persons undertake to provide, upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

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.