

DecisionPoint Systems, Inc.  
 Form 4  
 October 03, 2014

**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 \*  
 Rifkin David M.

(Last) (First) (Middle)

8697 RESEARCH DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DecisionPoint Systems, Inc. [DPSI]

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

09/30/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A)<br>or<br>(D)  | 26,406  | D  |                                   |

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)**

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| 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) |                 |              |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
|   |  |                                      |  | Code                           | V   | (A)  | (D) | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |
| Series A Cumulative Convertible Preferred Stock | \$ 3.62  | 06/17/2009                           |  | J <sup>(2)</sup>               |   | 22,122   |     | <u>(1)</u>  | <u>(1)</u>      | Common Stock | 22,122                     |
| Series A Cumulative Convertible Preferred Stock | \$ 3.62  | 06/17/2009                           |  | J <sup>(2)</sup>               |   | 20,739   |     | <u>(1)</u>  | <u>(1)</u>      | Common Stock | 20,739                     |
| Stock Options (right to buy) <sup>(3)</sup>     | \$ 2.17  | 06/15/2011                           |  | A                              |   | 11,753   |     | 06/15/2012  | 06/15/2021      | Common Stock | 11,753                     |
| Stock Options (right to buy) <sup>(3)</sup>     | \$ 1.9   | 12/31/2006                           |  | A                              |   | 24,379   |     | 09/30/2014  | 12/31/2016      | Common Stock | 24,379                     |
| Series D Convertible Preferred Stock            | \$ 0.71  | 12/20/2012                           |  | P                              |   | 1,000  |     | <u>(1)</u>  | <u>(1)</u>      | Common Stock | 14,080                     |
| Stock Options (right to buy) <sup>(3)</sup>     | \$ 0.5   | 11/22/2013                           |  | A                              |   | 60,000   |     | 11/22/2013  | 11/22/2016      | Common Stock | 60,000                     |
| Stock Options (right to buy) <sup>(3)</sup>     | \$ 0.53  | 01/02/2014                           |  | A                              |   | 18,868   |     | 09/30/2014  | 01/02/2017      | Common Stock | 18,868                     |
| Series D Convertible Preferred Stock            | \$ 0.71  | 04/22/2014                           |  | J <sup>(4)</sup>               |   | 37   |     | <u>(1)</u>  | <u>(1)</u>      | Common Stock | 521                        |
| Stock Options                                   | \$ 0.46  | 06/30/2014                           |  | A                              |   | 11,740   |     | 06/30/2014  | 06/20/2017      | Common Stock | 11,740                     |

(right to buy) <sup>(3)</sup>

Stock

Options (right to buy) <sup>(3)</sup>

\$ 0.4

09/30/2014

A

13,500

09/30/2014

09/30/2017

Common Stock

13,500

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Rifkin David M.<br>8697 RESEARCH DRIVE<br>IRVINE, CA 92618 | X             |           |         |       |

## Signatures

/s/ David M.  
Rifkin

10/03/2014

<sup>\*\*</sup>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) The Series A and D Convertible Preferred Stock may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (2) Bridge Notes exchanged for Series A Cumulative Convertible Preferred Stock.
- (3) Options granted pursuant to DecisionPoint Systems, Inc.'s 2010 Stock Option Plan.
- (4) Reflects dividend made to holders of Series D Convertible Preferred Stock that was paid (issued) in shares of Series D Convertible Preferred Stock.

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