

BSQUARE CORP /WA

Form 3

May 31, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *

Wagstaff David

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/23/2016

3. Issuer Name and Ticker or Trading Symbol
BSQUARE CORP /WA [BSQR]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Technology Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

110 - 110TH AVE., NE, SUITE
300

(Street)

BELLEVUE, WA 98004

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,500 ⁽¹⁾

D

A

Common Stock

11,000 ⁽²⁾

D

A

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: BSQUARE CORP /WA - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	11/22/2014 ⁽³⁾	11/22/2023	Common Stock	50,000	\$ 3.31	D	Â
Stock Option (right to buy)	02/26/2015 ⁽⁴⁾	02/26/2024	Common Stock	20,000	\$ 3.32	D	Â
Stock Option (right to buy)	08/20/2016 ⁽⁵⁾	08/20/2025	Common Stock	12,400	\$ 6.37	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagstaff David 110 - 110TH AVE., NE SUITE 300 BELLEVUE, WA 98004	Â	Â	Â Chief Technology Officer	Â

Signatures

/s/ David
Wagstaff

05/31/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a Restricted Stock Unit award granted on February 26, 2014 that vested 33% on the first anniversary of the grant date and vests monthly in equal amounts for two years thereafter. This grant is unvested as to 419 shares as of the date of this filing.
- (2) Represents a Restricted Stock Unit award granted on August 20, 2015 that vests 25% on the first anniversary of the grant date and vests quarterly in equal amounts for two years thereafter.
- (3) The option vested 25% on November 22, 2014 and 25% on November 22, 2015 and vests annually in equal amounts for two years thereafter. This grant is unvested as to 25,000 shares as of the date of this filing.
- (4) The option vested 33% on February 26, 2016 and vests monthly in equal amounts for two years thereafter. This grant is unvested as to 5,583 shares as of the date of this filing.
- (5) The option vests 25% on August 20, 2016 and vests monthly in equal amounts for three years thereafter.

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.