

BSQUARE CORP /WA

Form 4

June 02, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Caldwell Scott Bruce

(Last) (First) (Middle)

110 - 110TH AVE., NE, SUITE 300

(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
BSQUARE CORP /WA [BSQR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/31/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

VP WW OEM Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/31/2016		M		3,755	A	\$ 3.32	39,955	D	
Common Stock	05/31/2016		M		6,094	A	\$ 3.11	46,049	D	
Common Stock	06/01/2016		M		17,870	A	\$ 3.32	63,919	D	
Common Stock	06/01/2016		M		5,000	A	\$ 2.17	68,919	D	
Common Stock	06/01/2016		M		10,000	A	\$ 2.41	78,919	D	

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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 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
Stock Option (right to buy)	\$ 3.32	05/31/2016		M		3,755		02/26/2015 <sup>(1)</sup>	02/26/2024	Common Stock	3,755
Stock Option (right to buy)	\$ 3.11	05/31/2016		M		6,094		04/07/2013 <sup>(2)</sup>	01/07/2023	Common Stock	6,094
Stock Option (right to buy)	\$ 3.32	06/01/2016		M		17,870		02/26/2015 <sup>(1)</sup>	02/26/2024	Common Stock	17,870
Stock Option (right to buy)	\$ 2.17	06/01/2016		M		5,000		02/13/2007 <sup>(2)</sup>	11/13/2016	Common Stock	5,000
Stock Option (right to buy)	\$ 2.41	06/01/2016		M		10,000		01/02/2010 <sup>(2)</sup>	10/02/2019	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Caldwell Scott Bruce 110 - 110TH AVE., NE, SUITE 300	VP WW OEM Sales

BELLEVUE, WA 98004

## Signatures

/s/ Scott Bruce  
Caldwell

06/02/2016

\_\_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).
- (1) The option vests 33% 1 year from the grant date and thereafter monthly in equal amounts over the remaining 2 year period.
- (2) The option vests quarterly in equal amounts over a 4 year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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