

Energous Corp  
Form 4  
January 06, 2017

**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 \*  
Gaulding John

(Last) (First) (Middle)

C/O ENERGIOUS CORPORATION, 3590 NORTH FIRST STREET, SUITE 210

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Energous Corp [WATT]

3. Date of Earliest Transaction (Month/Day/Year)  
12/30/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/30/2016		M		193 <sup>(1)</sup>	A	\$ 0
Common Stock	01/04/2017		M		25,000 <sup>(2)</sup>	A	\$ 0
Common Stock	01/04/2017		M		14,953 <sup>(2)</sup>	A	\$ 0
Common Stock	01/06/2017		S <sup>(3)</sup>		14,651 <sup>(4)</sup>	D	\$ 16.932 <sup>(5)</sup>

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

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(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)	Amount or Number of Shares
				Code V (A) (D)	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Stock Unit	(1)	12/30/2016		M	193	(6) (6)	Common Stock	193
Restricted Stock Unit	(2)	01/04/2017		M	25,000	(7) (7)	Common Stock	25,000
Restricted Stock Unit	(2)	01/04/2017		M	14,953	(7) (7)	Common Stock	14,953

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaulding John C/O ENERGOUS CORPORATION 3590 NORTH FIRST STREET, SUITE 210 SAN JOSE, CA 95134				X

## Signatures

/s/Bill Mannina, Attorney-in-Fact  
01/06/2017  
\*\*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) Each performance share unit ("PSU") represents a contingent right to receive one share of common stock.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock.

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- (3) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Represents the shares sold to cover taxes due upon vesting and settlement of the RSUs.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$16.98 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (5) Represents a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on December 30, 2016 based on the satisfaction of certain performance-based vesting requirements. 50% of any shares earned shall be deferred and paid after December 31, 2018, subject to the reporting person's continued service with the Issuer.
- (6) Represents shares of common stock upon vesting of a RSU granted on January 4, 2016 pursuant to the Company's director compensation policy. This RSU became 100% vested on January 4, 2017.

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.