

WOLFSON MARK A  
Form 4  
March 12, 2013

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOLFSON MARK A**

(Last) (First) (Middle)

2885 SAND HILL RD STE 100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**EGAIN Corp [EGAN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2013

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)

See Remarks

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)
Common Stock	03/08/2013		J <sup>(1)</sup>	V Amount (D) Price 65,297 A \$ 0 (2)	82,304 <sup>(3)</sup>	D	
Common Stock					583,655	I	See Footnote (4)

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

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SEC 1474  
(9-02)

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**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOLFSON MARK A 2885 SAND HILL RD STE 100 MENLO PARK, CA 94025	X See Remarks

## Signatures

/s/ Mark A.  
Wolfson 03/12/2013

\*\*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) On March 8, 2013, the Reporting Person acquired Common Stock as a result of a pro rata, in-kind distribution from Oak Hill Capital Partners, L.P. and Oak Hill Capital Management Partners, L.P. in accordance with Rule 16a-9.
- (2) No consideration was paid in connection with the distribution.
- (3) The total number of securities beneficially owned following the Reported Transaction includes 5,000 shares issuable upon the exercise of vested director options held by Dr. Wolfson and 77,304 shares, acquired pursuant to various stock distributions, including the 65,297 shares acquired pursuant to the Reported Transaction.
- (4) The total number of shares beneficially owned following the Reported Transaction includes Dr. Wolfson's 100% interest in Group Investors, LLC, the sole member of OHVF MGP I, LLC, which is the general partner of OHVF GenPar I, L.P., which is the general partner of Oak Hill Venture Fund I, L.P, which is the direct beneficial owner of the securities reported herein. Dr. Wolfson disclaims the beneficial ownership of all shares of Common Stock directly owned by Oak Hill Venture Fund I, L.P., except to the extent of his pecuniary interest therein.

### Remarks:

The Reporting Person directly beneficially owns less than 10% of the outstanding securities of the Issuer, but, pursuant to Rule

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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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