#### FW INVESTORS V LP

Form 4

September 09, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

**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

may continue. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FW INVESTORS V LP Issuer Symbol EGAIN COMMUNICATIONS (Check all applicable) CORP [EGAN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner \_\_X\_\_ Other (specify Officer (give title (Month/Day/Year) below) below) 201 MAIN STREET, SUITE 2300 09/07/2011 See Remark +

(Street)

(7:m)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting Person

FORT WORTH, TX 76102

(State)

(C:tr.)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially							ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	osed o	of (D)	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	09/07/2011		X <u>(1)</u>	103,384	A	\$ 0.95 (2)	1,944,827	D	
Common Stock	09/07/2011		S <u>(1)</u>	23,109	D	\$ 4.25 (2)	1,921,718	D	

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

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# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year) A) or f (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Stock Purchase Warrants	\$ 0.95	09/07/2011		X		103,384	(3)	09/24/2011	Common Stock	103,384

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other				
FW INVESTORS V LP 201 MAIN STREET SUITE 2300 FORT WORTH, TX 76102				See Remark +				
FW MANAGEMENT II LLC 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Remark ++				
CRANDALL J TAYLOR 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Remark ++				

# **Signatures**

FW INVESTORS V, L.P. By: FW Management II, LLC, general partner, By: /s/ Kevin G. Levy, Vice President	09/09/2011
**Signature of Reporting Person	Date
FW MANAGEMENT II, LLC, By: /s/ Kevin G. Levy, Vice President	09/09/2011
**Signature of Reporting Person	Date
/s/ Kevin G. Levy, Attorney-in-Fact for J. Taylor Crandall	09/09/2011
**Signature of Reporting Person	Date

Reporting Owners 2

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## **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).
  - On September 7, 2011, FW Investors V, L.P. ("FW Investors") exercised a warrant to purchase 103,384 shares of Common Stock for \$0.95 per share. FW Investors paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 23,109 of the warrant
- (1) \$0.95 per share. FW Investors paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 23,109 of the warrant shares to pay the exercise price and issuing to FW Investors the remaining 80,275 shares.
- (2) The price reflects the fair market value of the Common Stock on September 7, 2011.
- (3) This warrant is immediately exercisable.

#### **Remarks:**

(+) The Reporting Persons may be deemed to be a member of a Section 13(d) "group" that owns more than 10% of the outstand 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.