

WOLFSON MARK A
Form 4
February 21, 2013

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 *
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)
02/19/2013

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/19/2013		D ⁽¹⁾		4,159	D	\$ 6.38 ⁽²⁾
Common Stock	02/19/2013		D		202,165	D	\$ 6.38 ⁽²⁾
						I	583,655 ⁽³⁾
							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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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 02/21/2013

**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 February 19, 2013, the Reporting Person sold 4,159 shares of Common Stock for \$6.38 per share pursuant to an underwritten public offering.
 - (2) The price reflects the proceeds before expenses to the Reporting Person, consisting of the public offering price of \$6.75 minus the underwriting discount of \$0.37.
 - (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. The remaining 12,007 shares, after the Reported Transaction, were acquired in 2000 pursuant to a stock distribution from FW Ventures I, L.P.
 - (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:

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

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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