

EGAIN COMMUNICATIONS CORP

Form 4

September 09, 2011

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
OAK HILL CAPITAL PARTNERS
L P

(Last) (First) (Middle)

201 MAIN STREET, SUITE 2300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
EGAIN COMMUNICATIONS
CORP [EGAN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/07/2011		X ⁽¹⁾		198,546	A	\$ 0.95 ⁽²⁾
Common Stock	09/07/2011		S ⁽¹⁾		44,381	D	\$ 4.25 ⁽²⁾

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

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information contained in this form are not
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(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)
Common Stock Purchase Warrants	\$ 0.95	09/07/2011		X	198,546	(3) 09/24/2011	Common Stock 198,546

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OAK HILL CAPITAL PARTNERS L P 201 MAIN STREET SUITE 2300 FORT WORTH, TX 76102	X

Signatures

OAK HILL CAPITAL PARTNERS, L.P. By: OHCP GenPar, L.P., general partner, By: 09/09/2011
OHCP MGP, LLC, general partner, By: /s/ Kevin G. Levy, Vice President

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).
- On September 7, 2011, the Reporting Person exercised a warrant to purchase 198,546 shares of Common Stock for \$0.95 per share.
- (1) The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 44,381 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 154,165 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 Person may be deemed to be a member of a Section 13(d) "group" that owns more than 10% of the outstanding

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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