

FW INVESTORS V LP

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 *
FW INVESTORS V LP

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
201 MAIN STREET, SUITE 2300
(Street)

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

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

FORT WORTH, TX 76102

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

(City) (State) (Zip)

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	09/07/2011		X ⁽¹⁾	103,384 A	\$ 0.95 (2)	1,944,827	D
Common Stock	09/07/2011		S ⁽¹⁾	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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information contained in this form are not
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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)			
				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		<u>(3)</u>	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

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 shares to pay the exercise price and issuing to FW Investors the remaining 80,275 shares.
- (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 outstan

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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