

EGAIN Corp  
Form SC 13D/A  
January 04, 2017

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

**SCHEDULE 13D/A**  
**[Rule 13d-101]**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

**eGain Corporation**  
**(Name of Issuer)**  
**Common Stock, \$0.001 par value**  
**(Title of Class of Securities)**  
**28225C103**  
**(CUSIP Number)**

**Vector Capital IV, L.P.**  
**Vector Capital Partners IV, L.P.**  
**Vector Entrepreneur Fund III, L.P.**  
**Vector Capital Partners III, L.P.**

**With a copy to:**  
**Paul Hastings LLP**  
**55 2nd Street, 24th Floor**

**Vector Capital, L.L.C.**

**San Francisco, CA 94105**

**Alexander R. Slusky**

**Telephone: (415) 856-7000**

**c/o Vector Capital Management, L.P.**

**Attn: Steve L. Camahort**

**One Market Street, Steuart Tower, 23rd Floor**

**San Francisco, CA 94105**

**Telephone: (415) 293-5000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 3, 2017**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 28225C103

1 Names of Reporting Persons:

Vector Capital IV, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)\*

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)\*

WK, BK, OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

Number of

Shares

-0-

Beneficially

8 Shared Voting Power

Owned by

Each

2,317,058

9 Sole Dispositive Power

Reporting

Person

-0-

With:

10 Shared Dispositive Power

2,317,058

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,317,058

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

8.55%

14 Type of Reporting Person (See Instructions)

PN

CUSIP No. 87582Y108

1 Names of Reporting Persons:

Vector Capital Partners IV, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)\*

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)\*

AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

Number of

Shares

-0-

Beneficially

8 Shared Voting Power

Owned by

Each

2,317,058

9 Sole Dispositive Power

Reporting

Person

-0-

With:

10 Shared Dispositive Power

2,317,058

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,317,058

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

8.55%

14 Type of Reporting Person (See Instructions)

PN

CUSIP No. 87582Y108

1 Names of Reporting Persons:

Vector Entrepreneur Fund III, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)\*

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)\*

WC, BK, OO

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

Number of

Shares

-0-

Beneficially

8 Shared Voting Power

Owned by

Each

28,143

9 Sole Dispositive Power

Reporting

Person

-0-

With:

10 Shared Dispositive Power

28,143

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

28,143

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

0.10%

14 Type of Reporting Person (See Instructions)

PN



CUSIP No. 87582Y108

1 Names of Reporting Persons:

Vector Capital Partners III, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)\*

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)\*

AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

Number of

Shares

-0-

Beneficially

8 Shared Voting Power

Owned by

Each

28,143

9 Sole Dispositive Power

Reporting

Person

-0-

With:

10 Shared Dispositive Power

28,143

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

28,143

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

0.10%

14 Type of Reporting Person (See Instructions)

PN

CUSIP No. 87582Y108

1 Names of Reporting Persons:

Vector Capital, L.L.C.

2 Check the Appropriate Box if a Member of a Group (See Instructions)\*

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)\*

AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

Number of

Shares

-0-

Beneficially

8 Shared Voting Power

Owned by

Each

2,345,201

9 Sole Dispositive Power

Reporting

Person

-0-

With:

10 Shared Dispositive Power

2,345,201

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,345,201

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

8.65%

14 Type of Reporting Person (See Instructions)

OO

CUSIP No. 87582Y108

1 Names of Reporting Persons:

Alexander R. Slusky

2 Check the Appropriate Box if a Member of a Group (See Instructions)\*

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)\*

AF

5 Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

United States

7 Sole Voting Power

Number of

Shares

-0-

Beneficially

8 Shared Voting Power

Owned by

Each

2,345,201

9 Sole Dispositive Power

Reporting

Person

-0-

With:

10 Shared Dispositive Power

2,345,201

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,345,201

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

8.65%

14 Type of Reporting Person (See Instructions)

IN

This Amendment No. 1 (this Amendment No. 1 ) to Schedule 13D filed with the Securities and Exchange Commission on behalf of the following persons (collectively, the Reporting Persons ): (i) Vector Capital IV, L.P., a Delaware limited partnership ( VC IV ), (ii) Vector Capital Partners IV, L.P., a Cayman Islands limited partnership ( VCP IV ), (iii) Vector Entrepreneur Fund III, L.P., a Delaware limited partnership ( VE III ), (iv) Vector Capital Partners III, L.P., a Cayman Islands limited partnership ( VCP III ), (v) Vector Capital, L.L.C., a Delaware limited liability company ( VC , and together with VC IV, VCP IV, VEF III and VCP III, Vector ), and (vii) Alexander R. Slusky, an individual ( Mr. Slusky ) on May 26, 2015 (the Initial 13D ) is being filed pursuant to Rule 13d-2 of the Securities Exchange Act of 1933, as amended on behalf of the Reporting Persons to amend certain information previously reported by the Reporting Persons in the Initial 13D by adding the information set forth below to the items indicated. Unless otherwise stated herein, all capitalized terms used in this Amendment No. 1 have the same meaning as those set forth in the Initial 13D.

### **Item 1. Security and Issuer.**

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This statement on Schedule 13D (this Statement ) relates to the shares of common stock, par value \$0.001 per share (the Shares ), of eGain Corporation., a Delaware corporation (the Company ). The principal executive offices of the Company are located at 1252 Borregas Avenue, Sunnyvale, California 94089. As reported in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, as of November 2, 2016, there were 27,103,871 Shares outstanding.

### **Item 5. Interest in Securities of the Issuer**

Paragraphs (a), (b) and (c) of the Schedule 13D are hereby amended and restated in their entirety as follows:

- (a) The response of each of the Reporting Persons to Rows (11) to (13) of the cover pages of this Amendment No. 1 are incorporated herein by reference. As of the September 20, the Reporting Persons have the following interest in the securities of the Company:
  - i. VC IV beneficially owns 2,317,058 Shares, making it the beneficial owner of 8.55% of the Company's common stock.
  - ii. VCP IV beneficially owns 2,317,058 Shares, making it the beneficial owner of 8.55% of the Company's common stock.
  - iii. VEF III beneficially owns 28,143 Shares, making it the beneficial owner of 0.10% of the Company's common stock.
  - iv. VCP III beneficially owns 28,143 Shares, making it the beneficial owner of 0.10% of the Company's common stock.
  - v.

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VC beneficially owns 2,345,201 Shares, making it the beneficial owner of 8.65% of the Company's common stock.

vi. Mr. Slusky beneficially owns 2,345,201 Shares, making him the beneficial owner of 8.65% of the Company's common stock.

(b) The table below sets forth for the Reporting Persons the number of shares of the Company's common stock for which there is sole power to vote or to direct the vote, shared power to vote or direct the vote, or sole or shared power to dispose or to direct the disposition.

|  | VC IV     | VCP IV    | VEF III | VCP III | VC        | Mr.<br>Slusky |
|--|-----------|-----------|---------|---------|-----------|---------------|
| Sole Power to Vote/Direct Vote             | 0         | 0         | 0       | 0       | 0         | 0             |
| Shared Power to Vote/Direct Vote           | 2,317,058 | 2,317,058 | 28,143  | 28,143  | 2,345,201 | 2,345,201     |
| Sole Power to Dispose/Direct Disposition   | 0         | 0         | 0       | 0       | 0         | 0             |
| Shared Power to Dispose/Direct Disposition | 2,317,058 | 2,317,058 | 28,143  | 28,143  | 2,345,201 | 2,345,201     |



- (c) There have been no purchases or sales of the Company's common stock by any of the Reporting Persons within the last sixty days, except for the sales of the Company's common stock by VC IV and VEF III on the open market as indicated in the table below, which table sets forth the date of each transaction, number of shares sold in each transaction, and the sale price per share for the shares sold in each transaction.

Sales by VC IV:

| <b>Date</b> | <b>Number of<br/>Shares Sold</b> | <b>Sale Price Per Share</b> |
|-------------|----------------------------------|-----------------------------|
| 12/16/2016  | 148,200                          | \$ 2.0137                   |
| 12/19/2016  | 54,340                           | \$ 2.0634                   |
| 12/20/2016  | 4,545                            | \$ 2.0000                   |
| 12/21/2016  | 11,510                           | \$ 2.0120                   |
| 12/22/2016  | 48,165                           | \$ 2.0326                   |
| 1/3/2017    | 3,162                            | \$ 2.0941                   |

Sales by VEF III:

| <b>Date</b> | <b>Number of<br/>Shares Sold</b> | <b>Sale Price Per Share</b> |
|-------------|----------------------------------|-----------------------------|
| 12/16/2016  | 1,800                            | \$ 2.0137                   |
| 12/19/2016  | 660                              | \$ 2.0634                   |
| 12/20/2016  | 55                               | \$ 2.0000                   |
| 12/21/2016  | 140                              | \$ 2.0120                   |
| 12/22/2016  | 585                              | \$ 2.0326                   |
| 1/3/2017    | 38                               | \$ 2.0941                   |

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated January 4, 2017

**VECTOR CAPITAL IV, L.P.**

By: VECTOR CAPITAL PARTNERS IV,  
L.P., its general partner

By: VECTOR CAPITAL, L.L.C., its general  
partner

By: /s/ David Baylor  
Name: David Baylor  
Title: Chief Operating Officer

**VECTOR CAPITAL PARTNERS IV, L.P.**

By: VECTOR CAPITAL, L.L.C., its general  
partner

By: /s/ David Baylor  
Name: David Baylor  
Title: Chief Operating Officer

**VECTOR ENTREPRENEUR FUND III,  
L.P.**

By: VECTOR CAPITAL PARTNERS III,  
L.P., its general partner

By: VECTOR CAPITAL, L.L.C., its general  
partner

By: /s/ David Baylor  
Name: David Baylor  
Title: Chief Operating Officer

**VECTOR CAPITAL PARTNERS III, L.P.**

By: VECTOR CAPITAL, L.L.C., its general  
partner

By: /s/ David Baylor  
Name: David Baylor

Title: Chief Operating Officer

**VECTOR CAPITAL, L.L.C.**

By: /s/ David Baylor

Name: David Baylor

Title: Chief Operating Officer

**ALEXANDER R. SLUSKY**

/s/ Alexander R. Slusky

Alexander R. Slusky