

EGAIN Corp  
Form 8-K  
February 14, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**the Securities and Exchange Act of 1934**

**Date of Report: February 13, 2013 (Date of earliest event reported)**

**eGAIN CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-35314**  
**(Commission**  
**File Number)**  
**1252 Borregas Avenue, Sunnyvale, California 94089**

**77-0466366**  
**(I.R.S. employer**  
**identification number)**

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**(Address of principal executive offices, including zip code)**

**(408) 636-4500**

**(Registrant's telephone number, including area code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

On February 13, 2013, eGain Corporation (the Company) entered into an Underwriting Agreement, dated February 13, 2013, by and among the Company, the selling stockholders named therein and Needham & Company, LLC, as representative of the several underwriters (the Underwriting Agreement). Pursuant to the Underwriting Agreement, the selling stockholders offered for sale 2,170,000 shares of the Company's common stock and certain selling stockholders have granted the underwriters an option, exercisable within 30 days, to purchase up to an additional 325,500 shares of common stock to cover over-allotments. The closing of the offering is expected to take place on February 19, 2013, subject to the satisfaction of customary closing conditions.

The shares will be sold pursuant to a shelf registration statement, as amended, that the Company filed with the Securities and Exchange Commission, which became effective on December 1, 2011 (File No. 333-177495). A prospectus supplement relating to the offering has been filed with the Securities and Exchange Commission.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated by reference herein. The description of the Underwriting Agreement is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of February 13, 2013, by and among eGain Corporation, the stockholders named therein and Needham & Company LLC, as representative of the several underwriters.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 13, 2013

**eGAIN CORPORATION**

By: /s/ Eric N. Smit  
Eric N. Smit  
Chief Financial Officer

(Principal Financial and Accounting

Officer and Duly Authorized Signatory)

**Exhibit Index**

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