

EGAIN COMMUNICATIONS CORP
 Form 4
 September 09, 2011

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 *
 OHCP GENPAR 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 2415
 (Street)

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

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)
 See Remarks

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/07/2011		X ⁽¹⁾		198,546	A	\$ 0.95 <u>(2)</u>	5,256,856	I	See footnote <u>(3)</u>
Common Stock	09/07/2011		S ⁽¹⁾		44,381	D	\$ 4.25 <u>(2)</u>	5,212,475	I	See footnote <u>(3)</u>
Common Stock	09/07/2011		X ⁽¹⁾		5,091	A	\$ 0.95 <u>(2)</u>	134,792	I	See footnote <u>(4)</u>
Common Stock	09/07/2011		S ⁽¹⁾		1,138	D	\$ 4.25	133,654	I	See footnote

(2)

(4)

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

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(9-02)

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 of Number of Shares
Common Stock Purchase Warrants	\$ 0.95	09/07/2011		X	198,546	(5) 09/24/2011	Common Stock 198,546
Common Stock Purchase Warrants	\$ 0.95	09/07/2011		X	5,091	(5) 09/24/2011	Common Stock 5,091

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OHCP GENPAR LP 201 MAIN STREET SUITE 2415 FORT WORTH, TX 76102		X		See Remarks
OHCP MGP LLC 201 MAIN STREET SUITE 2415 FORT WORTH, TX 76102		X		See Remarks

Signatures

OHCP GenPAR, L.P. By: OHCP MGP, LLC, By: /s/ Kevin G. Levy, Vice President

09/09/2011

__Signature of Reporting Person

Date

OHCP MGP, LLC, By: /s/ Kevin G. Levy, Vice President

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, Oak Hill Capital Partners, L.P. ("OHCP") and Oak Hill Capital Management Partners, L.P. ("OHCMP") exercised warrants to purchase 198,546 shares and 5,091 shares, respectively, of Common Stock for \$0.95 per share. OHCP and OHCMP paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 44,381 shares and 1,138 shares, respectively, to pay the exercise price and issuing to OHCP and OHCMP the remaining 154,165 shares and 3,953 shares, respectively.
- (1) On September 7, 2011, Oak Hill Capital Partners, L.P. ("OHCP") and Oak Hill Capital Management Partners, L.P. ("OHCMP") exercised warrants to purchase 198,546 shares and 5,091 shares, respectively, of Common Stock for \$0.95 per share. OHCP and OHCMP paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 44,381 shares and 1,138 shares, respectively, to pay the exercise price and issuing to OHCP and OHCMP the remaining 154,165 shares and 3,953 shares, respectively.
- (2) The price reflects the fair market value of the Common Stock on September 7, 2011.
- (3) These shares are owned by OHCP, which is not a Reporting Person. These shares owned by OHCP may be deemed to be indirectly beneficially owned by the Reporting Persons.
- (4) These shares are owned by OHCMP, which is not a Reporting Person. These shares owned by OHCMP may be deemed to be indirectly beneficially owned by the Reporting Persons.
- (5) 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 outstanding shares of the Issuer.

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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