

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 \*  
**OAK HILL CAPITAL  
 MANAGEMENT PARTNERS 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)  X  Other (specify 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)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 09/07/2011                           |  | X <sup>(1)</sup>               |   | 5,091   | A  | \$ 0.95<br><u>(2)</u>             |
| Common Stock                    | 09/07/2011                           |  | S <sup>(1)</sup>               |   | 1,138   | D  | \$ 4.25<br><u>(2)</u>             |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Purchase Warrants             | \$ 0.95  | 09/07/2011                           |  | X                              | 5,091   | <sup>(3)</sup> 09/24/2011                                | Common Stock  | 5,091                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |              |
|--|---------------|-----------|---------------------------------|--------------|
|  | Director      | 10% Owner | Officer                         | Other        |
| OAK HILL CAPITAL MANAGEMENT PARTNERS LP<br>201 MAIN STREET<br>SUITE 2415<br>FORT WORTH, TX 76102   |               |           |                                 | See Remark + |
| OAK HILL CAPITAL MANAGEMENT PARTNERS, L.P. By: OHCP GenPar, L.P.,<br>general partner, By: OHCP MGP, LLC, general partner, By: /s/ Kevin G. Levy, Vice<br>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).
- (1) On September 7, 2011, the Reporting Person exercised a warrant to purchase 5,091 shares of Common Stock for \$0.95 per share. The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 1,138 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 3,953 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.

## Edgar Filing: EGAIN COMMUNICATIONS CORP - Form 4

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