

VERAMARK TECHNOLOGIES INC

Form 4

July 25, 2013

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DUBNIK STEVE M

2. Issuer Name **and** Ticker or Trading  
Symbol  
VERAMARK TECHNOLOGIES  
INC [VERA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

VERAMARK TECHNOLOGIES,  
INC., 1565 JEFFERSON ROAD,  
SUITE 120

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/22/2013

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

ROCHESTER, NY 14623

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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)
				(A) or (D)			
				Code V Amount (D) Price			
VERA Common Stock					0	D	

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  
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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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
VERA Option Right to Purchase	\$ 0.5	07/22/2013		D <sup>(1)</sup>		10,000 <sup>(1)</sup>		VERA Common Stock 10,000 <sup>(1)</sup>
VERA Option Right to Purchase	\$ 0.61	07/22/2013		D <sup>(1)</sup>		2,500 <sup>(1)</sup>		VERA Common Stock 2,500 <sup>(1)</sup>
VERA Option Right to Purchase	\$ 0.4	07/22/2013		D <sup>(1)</sup>		2,500 <sup>(1)</sup>		VERA Common Stock 2,500 <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUBNIK STEVE M VERAMARK TECHNOLOGIES, INC. 1565 JEFFERSON ROAD, SUITE 120 ROCHESTER, NY 14623	X

## Signatures

/s/ Paul Opela, Attorney-in-fact for Steve M. Dubnik  
07/25/2013

\*\*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 6/11/13, Veramark Technologies, Inc. (the "Company"), Hubspoke Holdings, Inc. ("Hubspoke") and TEM Holdings, Inc., a wholly-owned subsidiary of Hubspoke ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement") providing for a cash tender offer to acquire all of the outstanding shares of common stock of the Company for \$1.18 per share, to be followed by a merger of Merger Sub with and into the Company, with the Company to continue as the surviving corporation. Pursuant to

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the terms of the Merger Agreement, as of the effective time of the merger (7/22/13), these options were cancelled and Mr. Dubnik became entitled to receive a cash payment in an amount equal to the difference between \$1.18 and the exercise price per share under the option multiplied by the number of shares covered by the option.

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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