GUPTA ANURAG Form 4 October 16, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

2. Issuer Name and Ticker or Trading **GUPTA ANURAG** Issuer Symbol BRIGHTPOINT INC [CELL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Officer (give title __X_ Other (specify C/O BRIGHTPOINT, INC., 7635 10/15/2012 below) below) **INTERACTIVE WAY, SUITE 200** President, Eur., Mid.E, Africa

> (Street) 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

5. Relationship of Reporting Person(s) to

INDIANAPOLIS, IN 46278

(City)	(State)	(Zip) Table	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	10/15/2012		D	95,351	D	\$ 9 (1)	0	D	
Common Stock (2)	10/15/2012		D	195,687	D	\$ 9 (3)	0	D	

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

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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 orDerivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	Expiration I (Month/Day r	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 or Number of Shares	
Restricted Stock Units (2)	\$ 0 (4)	10/15/2012		D	195,687	(3)	(3)	Common Stock	195,687	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GUPTA ANURAG C/O BRIGHTPOINT, INC. 7635 INTERACTIVE WAY, SUITE 200 INDIANAPOLIS, IN 46278

President, Eur., Mid.E, Africa

Signatures

/s/ Sean M. Mayberry, Attorney-in-Fact

10/16/2012

**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).
- At the effective time of the merger, pursuant to the Agreement and Plan of Merger, dated as of June 29, 2012 (the "Merger Agreement") by and among Brightpoint, Inc. ("Brightpoint"), Ingram Micro Inc. ("Ingram") and Beacon Sub, Inc., each share of Brightpoint common stock issued and outstanding immediately prior to the effective time of the merger was converted into the right to receive \$9.00 in cash.
- Consists of common stock underlying restricted stock units ("RSUs") granted under Brightpoint's executive equity program. Each RSU represents the contingent right to receive one share of Brightpoint common stock. Pursuant to the Merger Agreement, each RSU outstanding immediately prior to the effective time of the merger was converted into the right to receive \$9.00 in cash less any applicable taxes.
- (3) Pursuant to the Merger Agreement, each RSU outstanding immediately prior to the effective time of the merger was converted into the right to receive \$9.00 in cash less any applicable taxes.
- (4) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Registrant's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2