

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 \_\_\_\_X\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_X\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/07/2011                           |  | X <sup>(1)</sup>               | 198,546 A   | \$ 0.95<br>(2) 5,256,856  | I  | See footnote (3)                                      |
| Common Stock                    | 09/07/2011                           |  | S <sup>(1)</sup>               | 44,381 D  | \$ 4.25<br>(2) 5,212,475  | I  | See footnote (3)                                      |
| Common Stock                    | 09/07/2011                           |  | X <sup>(1)</sup>               | 5,091 A   | \$ 0.95<br>(2) 134,792  | I  | See footnote (4)                                      |
| Common Stock                    | 09/07/2011                           |  | S <sup>(1)</sup>               | 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<br>201 MAIN STREET<br>SUITE 2415<br>FORT WORTH, TX 76102 |               | X         |         | See Remarks |
| OHCP MGP LLC<br>201 MAIN STREET<br>SUITE 2415<br>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 common stock 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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