

BSQUARE CORP /WA
Form 3
May 31, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Wagstaff David | | (Month/Day/Year) | BSQUARE CORP /WA [BSQR] | |
| (Last) | (First) | (Middle) | 05/23/2016 | |
| 110 - 110TH AVE., NE, SUITE 300 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BELLEVUE, WA 98004 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Technology Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,500 ⁽¹⁾ | D | |
| Common Stock | 11,000 ⁽²⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option (right to buy) | 11/22/2014 ⁽³⁾ | 11/22/2023 | Common Stock | 50,000 | \$ 3.31 | D | Â |
| Stock Option (right to buy) | 02/26/2015 ⁽⁴⁾ | 02/26/2024 | Common Stock | 20,000 | \$ 3.32 | D | Â |
| Stock Option (right to buy) | 08/20/2016 ⁽⁵⁾ | 08/20/2025 | Common Stock | 12,400 | \$ 6.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wagstaff David 110 - 110TH AVE., NE SUITE 300 BELLEVUE, WA 98004 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ David
Wagstaff

05/31/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a Restricted Stock Unit award granted on February 26, 2014 that vested 33% on the first anniversary of the grant date and vests monthly in equal amounts for two years thereafter. This grant is unvested as to 419 shares as of the date of this filing.
- (2) Represents a Restricted Stock Unit award granted on August 20, 2015 that vests 25% on the first anniversary of the grant date and vests quarterly in equal amounts for two years thereafter.
- (3) The option vested 25% on November 22, 2014 and 25% on November 22, 2015 and vests annually in equal amounts for two years thereafter. This grant is unvested as to 25,000 shares as of the date of this filing.
- (4) The option vested 33% on February 26, 2016 and vests monthly in equal amounts for two years thereafter. This grant is unvested as to 5,583 shares as of the date of this filing.
- (5) The option vests 25% on August 20, 2016 and vests monthly in equal amounts for three years thereafter.

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.