

Energous Corp
Form 3
July 10, 2017

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 | |
| Â DIALOG SEMICONDUCTOR PLC | | (Month/Day/Year) 06/28/2017 | Energous Corp [WATT] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 100 LONGWATER AVENUE, GREEN PARK | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| READING, Â X0Â RG2 6GP | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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, \$0.00001 par value per share | 1,739,691 | D | Â |

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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|---|----------------------------|------------|---------------------------------------|---|
| Warrant (right to buy) | 05/10/2017 | 11/09/2019 | Common Stock, \$0.00001 par value per share | 763,552 <u>(1) (2)</u> | \$ 17.0257 | D | Â |
| Warrant (right to buy) | 01/06/2018 | 07/05/2020 | Common Stock, \$0.00001 par value per share | 654,013 <u>(3)</u> | \$ 19.9766 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIALOG SEMICONDUCTOR PLC 100 LONGWATER AVENUE, GREEN PARK READING, X0 RG2 6GP | Â | Â X | Â | Â |

Signatures

/s/ Dr. Jalal Bagherli
07/10/2017
Date

**Signature of Reporting Person

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) Reflects warrants acquired by Dialog Semiconductor plc ("Dialog") pursuant to that certain Securities Purchase Agreement, dated November 9, 2016, by and between Dialog and Energous Corporation (the "Issuer").
- The terms of such warrants provide that such warrants are required to be exercised on a net share settlement basis, such that the number of shares of common stock (the "Shares") to be delivered by the Issuer on the exercise of such warrant equals the quotient of (x) the product of the number of Shares as to which such warrant is being exercised and the difference between the market price of the Shares on the exercise date and the exercise price of the warrant and (y) the market price of the Shares on the exercise date (provided that if the calculation results in a negative number, no Shares are issuable upon exercise of the warrant). Dialog has included all Shares underlying such warrants, notwithstanding that such mandatory net share settlement terms preclude Dialog from receiving all underlying Shares on exercise of the warrant.
- (2) Reflects warrants acquired by Dialog pursuant to that certain Securities Purchase Agreement, dated June 28, 2017, by and between Dialog and the Issuer. The terms of such warrants provide that such warrants are required to be exercised on a net share settlement basis, such that the number of Shares to be delivered by the Issuer on the exercise of such warrant equals the quotient of (x) the product of the number of Shares as to which such warrant is being exercised and the difference between the market price of the Shares on the exercise date and the exercise price of the warrant and (y) the market price of the Shares on the exercise date (provided that if the calculation results in a negative number, no Shares are issuable upon exercise of the warrant). Dialog has included all Shares underlying such warrants, notwithstanding that such mandatory net share settlement terms preclude Dialog from receiving all underlying Shares on exercise of the warrant.
- (3) Reflects warrants acquired by Dialog pursuant to that certain Securities Purchase Agreement, dated June 28, 2017, by and between Dialog and the Issuer. The terms of such warrants provide that such warrants are required to be exercised on a net share settlement basis, such that the number of Shares to be delivered by the Issuer on the exercise of such warrant equals the quotient of (x) the product of the number of Shares as to which such warrant is being exercised and the difference between the market price of the Shares on the exercise date and the exercise price of the warrant and (y) the market price of the Shares on the exercise date (provided that if the calculation results in a negative number, no Shares are issuable upon exercise of the warrant). Dialog has included all Shares underlying such warrants, notwithstanding that such mandatory net share settlement terms preclude Dialog from receiving all underlying Shares on exercise of the warrant.

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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