

Support.com, Inc.
Form SC 13D/A
March 06, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 8)¹

Support.com, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

86858W200

(CUSIP Number)

ERIC SINGER
VIEX CAPITAL ADVISORS, LLC

825 Third Avenue, 33rd Floor

New York, New York 10022

212-752-5750

STEVE WOLOSKY

ELIZABETH GONZALEZ-SUSSMAN

OLSHAN FROME WOLOSKY LLP

Edgar Filing: Support.com, Inc. - Form SC 13D/A

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 4, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person’s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP NO. 86858W200

1	NAME OF REPORTING PERSON
	VIEX Opportunities Fund, LP - Series One
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER
	- 0 -
OWNED BY EACH REPORTING	8 SHARED VOTING POWER
	1,083,531
PERSON WITH	9 SOLE DISPOSITIVE POWER
	- 0 -
	10 SHARED DISPOSITIVE POWER
	1,083,531

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,083,531

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

5.7%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 86858W200

1	NAME OF REPORTING PERSON
	VIEX GP, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF	7
SHARES	SOLE VOTING POWER
BENEFICIALLY	- 0 -
OWNED BY	8
EACH	SHARED VOTING POWER
REPORTING	1,083,531
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	- 0 -
	10
	SHARED DISPOSITIVE POWER
	1,083,531

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,083,531
CHECK BOX IF
THE AGGREGATE
12 AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

PERCENT OF CLASS
13 REPRESENTED BY
AMOUNT IN ROW (11)

5.7%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 86858W200

1	NAME OF REPORTING PERSON														
	VIEX Capital Advisors, LLC														
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)														
3	SEC USE ONLY														
4	SOURCE OF FUNDS														
	AF														
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)														
6	CITIZENSHIP OR PLACE OF ORGANIZATION														
	DELAWARE														
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="0"> <tr> <td style="vertical-align: top;">7</td> <td>SOLE VOTING POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td>SHARED VOTING POWER</td> </tr> <tr> <td></td> <td>1,083,531</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td>SOLE DISPOSITIVE POWER</td> </tr> <tr> <td></td> <td>- 0 -</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td>SHARED DISPOSITIVE POWER</td> </tr> </table>	7	SOLE VOTING POWER		- 0 -	8	SHARED VOTING POWER		1,083,531	9	SOLE DISPOSITIVE POWER		- 0 -	10	SHARED DISPOSITIVE POWER
7	SOLE VOTING POWER														
	- 0 -														
8	SHARED VOTING POWER														
	1,083,531														
9	SOLE DISPOSITIVE POWER														
	- 0 -														
10	SHARED DISPOSITIVE POWER														

1,083,531
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,083,531
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

5.7%
14 TYPE OF REPORTING
PERSON

IA, OO

CUSIP NO. 86858W200

1	NAME OF REPORTING PERSON	
	Eric Singer	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 39,472
	8	SHARED VOTING POWER 1,083,531
	9	SOLE DISPOSITIVE POWER 39,472
	10	SHARED DISPOSITIVE POWER

1,083,531

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,123,003

12

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

5.9%

14

TYPE OF REPORTING
PERSON

IN

CUSIP NO. 86858W200

The following constitutes Amendment No. 8 to the Schedule 13D filed by the undersigned ("Amendment No. 8"). This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by Series One were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 1,083,531 Shares beneficially owned by Series One is approximately \$3,668,518, excluding brokerage commissions.

The 39,472 Shares beneficially owned by Mr. Singer were acquired by him as a result of the vesting of restricted stock units granted to him as compensation for his service on the Board of Directors of the Issuer, except that 1,099 Shares were acquired through open market purchases with personal funds at an aggregate purchase price of \$106,574.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On March 4, 2019, Mr. Singer resigned from the Board of the Issuer, effective immediately.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 18,913,333 Shares outstanding as of October 31, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 7, 2018.

A. Series One

(a) As of the close of business on March 6, 2019, Series One beneficially owned 1,083,531 Shares.
Percentage: Approximately 5.7%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,083,531
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,083,531

(c) Series One has not entered into any transactions in the Shares during the past 60 days.

B. VIEX GP

(a) VIEX GP, as the general partner of Series One, may be deemed the beneficial owner of the 1,083,531 shares owned by Series One.

Percentage: Approximately 5.7%

CUSIP NO. 86858W200

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,083,531
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,083,531

(c) VIEX GP has not entered into any transactions in the Shares during the past 60 days.

C. VIEX Capital

(a) VIEX Capital, as the investment manager of Series One, may be deemed the beneficial owner of the 1,083,531 Shares owned by Series One.

Percentage: Approximately 5.7%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,083,531
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,083,531

(c) VIEX Capital has not entered into any transactions in the Shares during the past 60 days.

D. Eric Singer

(a) As of the close of business on March 6, 2019, Mr. Singer directly beneficially owned 39,472 Shares. Mr. Singer, as the managing member of each of VIEX GP and VIEX Capital, may be deemed the beneficial owner of the 1,083,531 Shares owned by Series One.

Percentage: Approximately 5.9%

- (b)
1. Sole power to vote or direct vote: 39,472
 2. Shared power to vote or direct vote: 1,083,531
 3. Sole power to dispose or direct the disposition: 39,472
 4. Shared power to dispose or direct the disposition: 1,083,531

(c) Mr. Singer has not entered into any transactions in the Shares during the past 60 days.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

CUSIP NO. 86858W200

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 6, 2019

VIEX Opportunities Fund, LP
– Series One

By: VIEX GP, LLC
General Partner

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

VIEX GP, LLC

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

VIEX Capital Advisors,
LLC

By: /s/ Eric Singer
Name: Eric Singer
Title: Managing Member

/s/ Eric Singer
ERIC SINGER