

OAK HILL VENTURE FUND I LP  
 Form 4  
 May 13, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 OAK HILL VENTURE FUND I LP

2. Issuer Name and Ticker or Trading Symbol  
 EGAIN Corp [EGAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 201 MAIN STREET, SUITE 3100

3. Date of Earliest Transaction (Month/Day/Year)  
 05/09/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 See Remarks (+)

(Street)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/09/2013                           |  | J <sup>(1)</sup>               | V Amount 583,655 D  | (A) or (D) Price \$ 0 <u>(2)</u> 0  | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                 |
|---|---------------|-----------|---------|-----------------|
|   | Director      | 10% Owner | Officer | Other           |
| OAK HILL VENTURE FUND I LP<br>201 MAIN STREET<br>SUITE 3100<br>FORT WORTH, TX 76102 |               |           |         | See Remarks (+) |
| OHVF GENPAR I LP<br>201 MAIN STREET<br>SUITE 3100<br>FORT WORTH, TX 76102           |               |           |         | See Remarks (+) |
| OHVF MGP I LLC<br>201 MAIN STREET<br>SUITE 3100<br>FORT WORTH, TX 76102             |               |           |         | See Remarks (+) |
| Group Investors, LLC<br>201 MAIN STREET<br>SUITE 3100<br>FORT WORTH, TX 76102       |               |           |         | See Remarks (+) |

## Signatures

OAK HILL VENTURE FUND I, L.P. By: OHVF GENPAR I, L.P., general partner By: OHVF MGP I, LLC, general partner By: Group Investors, LLC, sole member By: /s/ Kevin G. Levy, Vice President 05/13/2013

\_\_Signature of Reporting Person Date

OHVF GENPAR I, L.P. By: OHVF MGP I, LLC, general partner By: Group Investors, LLC, sole member By: /s/ Kevin G. Levy, Vice President 05/13/2013

\_\_Signature of Reporting Person Date

OHVF MGP I, LLC By: Group Investors, LLC, sole member By: /s/ Kevin G. Levy, Vice President 05/13/2013

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\_\_Signature of Reporting Person

Date

Group Investors, LLC By: /s/ Kevin G. Levy, Vice President

05/13/2013

\_\_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).
- (1) Pro-rata, in-kind distribution by Oak Hill Venture Fund I, L.P. and its direct and indirect general partners and managing members.
- (2) No consideration was paid in connection with the distribution.

### Remarks:

(+) As of May 9, 2013, the Reporting Persons were no longer members of a Section 13(d) group with respect to the Issuer's C

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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