ZIX CORP Form 4 August 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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10% Owner

Other (specify

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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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANCHEZ ANTONIO R III Issuer Symbol ZIX CORP [ZIXI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director

Officer (give title 1111 BAGBY, SUITE 1600 08/09/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price \$ Common 20,068 08/09/2005 P D 08/09/2005 2.99 357,189 ⁽³⁾ (1) Stock (2)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities	8 E S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrant	\$ 3.04	08/09/2005	08/09/2005	P	6,623 (4)	02/09/2006	08/09/2010	Common Stock	6,623	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
SANCHEZ ANTONIO R III 1111 BAGBY SUITE 1600 HOUSTON, TX 77002	X						

Signatures

/s/ Antonio R.
Sanchez III

**Signature of Reporting 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).

Pursuant to a Securities Purchase Agreement, dated August 9, 2005 (the "Securities Purchase Agreement"), Mr. Sanchez III has agreed to purchase a total of 33,446 units, each consisting of (a) one share of common stock of the issuer and (b) an associated warrant to purchase 0.33 of one share of common stock of the issuer (each, a "Unit"). The company issued 20,068 shares of common stock to Mr. Sanchez III at the closing of the Securities Purchase Agreement, as reflected in Table 1 on this Form 4, together with associated warrants to purchase up to 6,623 shares of common stock (reflected in Table II below). The remaining Units, including 13,378 shares of common stock, will be sold and issued to Mr. Sanchez III only following approval of such issuance by the shareholders of the issuer.

- (2) The shares of common stock reflected on Table I were purchased by Mr. Sanchez III as part of a Unit at a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock).
- (3) Includes (i) 187,068 shares held by Mr. Sanchez III directly, and (ii) 170,121 shares held by a trust for which he serves as co-trustee.
 - Pursuant to the Securities Purchase Agreement, Mr. Sanchez III has agreed to purchase a total of 33,446 Units from the issuer, including warrants to purchase up to a total of 11,037 shares of common stock. The company issued warrants to purchase 6,623 shares of common
- (4) stock to Mr. Sanchez III at the closing of the Securities Purchase Agreement, as reflected in Table II on this Form 4, together with 20,068 shares of common stock (reflected on Table I above). The remaining Units, including warrants to purchase 4,414 shares of common stock, will be sold and issued to Mr. Sanchez III only following approval of such issuance by the shareholders of the issuer.
- (5) The warrants reflected on Table II were purchased by Mr. Sanchez III as part of a Unit with a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock). The per Unit price is also

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reflected on Table I above.

Includes (i) 6,623 warrants for common stock held by Mr. Sanchez III directly, (ii) 56,666 shares that he has the right to acquire under outstanding options held directly by Mr. Sanchez III, and (iii) 44,345 shares issuable to a trust for which he serves as co-trustee upon exercise of certain warrants.

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.