

EGAIN COMMUNICATIONS CORP
 Form 4
 September 09, 2011

FORM 4

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

OMB APPROVAL

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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 CAPITAL PARTNERS
 L P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 201 MAIN STREET, SUITE 2300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/07/2011

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

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
 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)
			Code	V	Amount	Price	
Common Stock	09/07/2011		X ⁽¹⁾		198,546	A 0.95 \$ <u>(2)</u>	D
Common Stock	09/07/2011		S ⁽¹⁾		44,381	D 4.25 \$ <u>(2)</u>	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (9-02)

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Warrants	\$ 0.95	09/07/2011		X	198,546	(3) 09/24/2011	Common Stock	198,546	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OAK HILL CAPITAL PARTNERS L P
201 MAIN STREET
SUITE 2300
FORT WORTH, TX 76102

X

Signatures

OAK HILL CAPITAL PARTNERS, L.P. By: OHCP GenPar, L.P., general partner, By: OHCP MGP, LLC, general partner, By: /s/ Kevin G. Levy, Vice President

09/09/2011

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).
On September 7, 2011, the Reporting Person exercised a warrant to purchase 198,546 shares of Common Stock for \$0.95 per share.
- (1) The Reporting Person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 44,381 of the warrant shares to pay the exercise price and issuing to the Reporting Person the remaining 154,165 shares.
- (2) The price reflects the fair market value of the Common Stock on September 7, 2011.
- (3) This warrant is immediately exercisable.

Remarks:

(+) The Reporting Person may be deemed to be a member of a Section 13(d) "group" that owns more than 10% of the outstanding

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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