

Energous Corp
Form 4
August 16, 2016

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 *
Johnston Cesar

(Last) (First) (Middle)
3590 NORTH FIRST STREET,
SUITE 210
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Energous Corp [WATT]

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior VP of Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 08/12/2016 | | A | | 3,839 (1) \$ 0 | D | |
| Common Stock | 08/12/2016 | | F | | 1,443 (2) \$ 12.88 | D | |
| Common Stock | 08/12/2016 | | M | | 25,000 (3) \$ 0 | D | |
| Common Stock | 08/12/2016 | | F | | 9,395 (4) \$ 12.88 | D | |

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (S) | 08/12/2016 | | M | 25,000 | (6) (6) | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnston Cesar 3590 NORTH FIRST STREET, SUITE 210 SAN JOSE, CA 95134 | | | Senior VP of Engineering | |

Signatures

/s/ Cesar Johnston by Mark R. Busch,
attorney-in-fact

08/16/2016

__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) Represents shares of common stock received upon vesting of a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on June 30, 2016 based on the satisfaction of certain performance-based vesting requirements. The performance share units vested on June 30, 2016 and the shares of common stock were delivered on August 12, 2016.
 - (2) Represents shares of common stock withheld to satisfy tax withholding requirements on the vesting of performance share units on June 30, 2016 and the delivery of shares of common stock with respect thereto on August 12, 2016.
 - (3) Represents shares of common stock received upon vesting of a restricted stock unit award that partially vested on July 14, 2016 and settled on August 12, 2016.
 - (4)

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Represents shares of common stock withheld to satisfy tax withholding requirements on the vesting of restricted stock units on July 14, 2016 and the settlement of shares of common stock with respect thereto on August 12, 2016.

- (5) Each restricted stock unit represents the contingent right to receive one share of common stock.

Represents a restricted stock unit award granted on August 14, 2014 that partially vested on July 14, 2016 and settled on August 12, 2016.

- (6) The restricted stock units vest as follows: 25% vested on July 14, 2015, and the remaining units vest in three equal annual installments on each one-year anniversary thereafter.

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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