

Energous Corp
 Form 4
 November 14, 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)

C/O ENERGOUS CORPORATION, 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)
 09/30/2016

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, 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 Ownership (Instr. 4)	
				Code	V Amount (A) or (D) Price				
Common Stock	09/30/2016		M ⁽¹⁾		8,885 <u>(1)</u>	A \$ 0	162,848	D	
Common Stock	11/10/2016		S		40,000	D \$ 14.3694 <u>(2)</u>	122,848	D	
Common Stock	11/11/2016		S		18,164 <u>(3)</u>	D \$ 14.0175 <u>(4)</u>	104,684	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
Performance Share Units	(5)	09/30/2016		M	8,885	(6) (6)	Common Stock	8,885

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnston Cesar
C/O ENERGOUS CORPORATION
3590 NORTH FIRST STREET, SUITE 210
SAN JOSE, CA 95134

Senior VP, Engineering

Signatures

/s/ Brian Sereda,
Attorney-in-Fact 11/14/2016

__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 September 30, 2016 based on the satisfaction of certain performance-based vesting requirements. 50% of any shares earned shall be deferred and paid after December 31, 2018, subject to the reporting person's continued service with the Issuer.

(2) Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$14.33 to \$14.50 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

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- (3) Represents shares sold to cover taxes due upon vesting and settlement of restricted share units.

Represents a weighted average sales price per share. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.06 per share. The Reporting Person has provided to the Issuer, and undertakes to provide to the staff of the Securities and Exchange

- (4) Commission or any security holder of the Issuer, upon request, full information regarding the number of shares purchased at each separate price within the range.

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

Represents a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and

- (6) partially earned on September 30, 2016 based on the satisfaction of certain performance-based vesting requirements. 50% of any shares earned shall be deferred and paid after December 31, 2018, subject to the reporting person's continued service with the Issuer.

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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