

Energous Corp  
Form 4  
January 06, 2017

**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 \*  
**RIZZONE STEPHEN R**

(Last) (First) (Middle)

**C/O ENERGIOUS 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)  
**CEO and President**

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 or Price		
Common Stock	09/30/2016		M		44,424 (1)	A	\$ 0 151,190 D
Common Stock	12/30/2016		M		3,870 (1)	A	\$ 0 156,826 (2) 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)

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**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
Performance Share Units	(1)	09/30/2016		M	44,424	(3)	(3)	Common Stock	44,424
Performance Share Units	(1)	12/30/2016		M	3,870	(4)	(4)	Common Stock	3,870

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIZZONE STEPHEN R C/O ENERGOUS CORPORATION 3590 NORTH FIRST STREET, SUITE 210 SAN JOSE, CA 95134	X		CEO and President	

## Signatures

/s/Bill Mannina,  
Attorney-in-Fact  
01/06/2017

\_\_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) Each performance stock unit or restricted stock unit represents a contingent right to receive one share of common stock.
- (2) Includes 1,766 shares acquired under the issuer's employee stock purchase plan on December 30, 2016.
- (3) Represents 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.
- (4) Represents a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on December 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. 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.