

Rothblum Maydan
Form 4
November 02, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Rothblum Maydan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DecisionPoint Systems, Inc. [DPSI]

(Check all applicable)

(Last) (First) (Middle)

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

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

19655 DESCARTES

11/01/2012

(Street)

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

FOOTHILL RANCH, CA 92610-2609

(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	(D)	Price
Common Stock, par value \$.001 per share	11/01/2012		J ⁽¹⁾		59,505	D	<u>(1)</u> 815,122
						I	Footnotes <u>(2)</u> <u>(3)</u>

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

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SEC 1474 (9-02)

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	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 of Number of Shares
Series C Cumulative Convertible Preferred Stock	\$ 3.2	11/01/2012		J ⁽¹⁾	156,250	<u>(4)</u>	<u>(4)</u>	Common Stock	156,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rothblum Maydan 19655 DESCARTES FOOTHILL RANCH, CA 92610-2609	X			

Signatures

/s/ Kevin W. Waite By: Kevin W. Waite, Power of Attorney 11/01/2012

**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).
Pursuant to a certain stock purchase agreement, dated November 1, 2012, by and between Sigma Opportunity Fund II, LLC ("Sigma Fund") and Donald Dalicandro ("Purchaser"), Purchaser purchased (i) 59,505 shares of Common Stock and (ii) 156,250 shares of Series C Convertible Preferred Stock of the Issuer from Sigma Fund for an aggregate purchase price of \$500,000.
- (1) Fund. The Reporting Person is a Managing Director of Sigma Capital Advisors, LLC ("Sigma Advisors"), the managing member of Sigma Fund. The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, if any.
- (2) Of these securities, (i) 65,000 shares are owned directly by Sigma Advisors and (ii) 750,122 shares are owned directly by Sigma Fund.
- (3) The Series C Convertible Preferred Stock is currently exercisable and may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (4) All of these securities reported are directly owned by Sigma Fund.

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.