

BSQUARE CORP /WA  
 Form 3  
 May 31, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Wagstaff David</p> <p>(Last) (First) (Middle)</p> <p>110 - 110TH AVE., NE, SUITE 300</p> <p>(Street)</p> <p>BELLEVUE, WA 98004</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/23/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BSQUARE CORP /WA [BSQR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Chief Technology Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,500 <sup>(1)</sup>	D	^
Common Stock	11,000 <sup>(2)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	11/22/2014 <sup>(3)</sup>	11/22/2023	Common Stock	50,000	\$ 3.31	D	Â
Stock Option (right to buy)	02/26/2015 <sup>(4)</sup>	02/26/2024	Common Stock	20,000	\$ 3.32	D	Â
Stock Option (right to buy)	08/20/2016 <sup>(5)</sup>	08/20/2025	Common Stock	12,400	\$ 6.37	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagstaff David 110 - 110TH AVE., NE SUITE 300 BELLEVUE, WA 98004	Â	Â	Â Chief Technology Officer	Â

## Signatures

/s/ David  
Wagstaff

05/31/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 a Restricted Stock Unit award granted on February 26, 2014 that vested 33% on the first anniversary of the grant date and vests monthly in equal amounts for two years thereafter. This grant is unvested as to 419 shares as of the date of this filing.
- (2) Represents a Restricted Stock Unit award granted on August 20, 2015 that vests 25% on the first anniversary of the grant date and vests quarterly in equal amounts for two years thereafter.
- (3) The option vested 25% on November 22, 2014 and 25% on November 22, 2015 and vests annually in equal amounts for two years thereafter. This grant is unvested as to 25,000 shares as of the date of this filing.
- (4) The option vested 33% on February 26, 2016 and vests monthly in equal amounts for two years thereafter. This grant is unvested as to 5,583 shares as of the date of this filing.
- (5) The option vests 25% on August 20, 2016 and vests monthly in equal amounts for three years thereafter.

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.