

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

COUNTERPATH CORP

Form: 4

Date Filed: 2019-02-08

Corporate Issuer CIK: 1236997

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours
per response... 0.5

☐ 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 or Section 30(h) of the
Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person CAROTHERS TODD		2. Issuer Name and Ticker or Trading Symbol COUNTERPATH CORP [CPAH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP Sales & Marketing					
(Last) (First) (Middle) 2323 HARTZELL STREET		3. Date of Earliest Transaction (Month/Day/Year) 02/06/2019							
(Street) EVANSTON, IL 60201		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price		
Common Shares							12,234.8462	D	
Common Shares	02/06/2019		A		118.2512 (1)	A	\$ 1.4799	12,353.0974	D
Common Shares	02/06/2019		A		59.8495 (1)	A	\$ 1.462	12,412.9469	D

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

Persons who respond to the collection of information contained in this SEC 1474 (9-02)
form are not required to respond unless the form displays a currently valid
OMB control number.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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	\$ 19							07/25/2013	07/25/2018	Common	5,000		5,000	D
Stock Options	\$ 11.5							07/11/2014	07/11/2019	Common	10,000		15,000	D
Stock Options	\$ 5							07/17/2015	07/17/2020	Common	7,500		22,500	D
Stock Options	\$ 2.89							12/14/2017	12/14/2022	Common	50,000		72,500	D
Deferred Share Units	(2)							09/03/2011	(2)	Common	2,202.60		2,202.6	D
Deferred Share Units	(2)							07/25/2011	(2)	Common	1,621.6		3,824.29	D
Deferred Share Units	(3)							12/14/2018	(3)	Common	40,000		43,824.29	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAROTHERS TODD 2323 HARTZELL STREET EVANSTON, IL 60201			EVP Sales & Marketing	

Signatures

/s/ Todd Carothers
Signature of Reporting Person
02/08/2019
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) These shares were purchased through an Employee Share Purchase Plan.

(2) Each deferred share unit is convertible into one common share of CounterPath Corporation at no additional cost. There is no expiry date. The deferred share units are fully vested.

(3) Each deferred share unit is convertible into one common share of CounterPath Corporation at no additional cost. There is no expiry date. The deferred share units vest one third over three years beginning on the first anniversary of the grant date.

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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SEC 1474 (9-02)

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