

# **SECURITIES & EXCHANGE COMMISSION EDGAR FILING**

# **COUNTERPATH CORP**

Form: 4

Date Filed: 2019-02-08

Corporate Issuer CIK: 1236997

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## FORM 4

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

| OMB APPROVA                | L         |
|----------------------------|-----------|
| OMB Number:                | 3235-0287 |
| Estimated average burden I | 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)  |  |   |                    |  |                         |  |          |   |  |   |  |                    |  |  |  |                |            |  |
|---|---|--|---|--------------------|--|-------------------------|--|----------|---|--|---|--|--------------------|--|--|--|----------------|------------|--|
| Name and Address of Reporting Person     CAROTHERS TODD |   |  |   |                    |  | COUNTERPATH CORP [CPAH] |  |          |   |  |   |  |                    |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |  |                |            |  |
| 2323 HAR  | TZELL STF   | (First)                                    | (Middle)  |                    | Date of Earliest Transaction (Month/Day/Year)     02/06/2019       |                         |  |          |   |  |   |  |                    | X Officer (give title                              |  | Other  | specify below) |            |  |
| (Street) EVANSTON, IL 60201                             |   |  |   |                    | _X_ Form filed by One R  |                         |  |          |   |  |   |  |                    |  |  | oint/Group Filling(Check Applicable Line) Reporting Person than One Reporting Person |                |            |  |
| (City)  | 14, 12 0020   | (State)                                    | (Zip)   |                    |  |                         |  | Table    | I - No  | n-De   | erivative S   | ecuri  | ties Acquii        | ed, Disposed o                                     | of, or Benef   | ficially Owned   |                |            |  |
| 1.Title of Security<br>(Instr. 3)                       |   | 2. Transaction<br>Date<br>(Month/Day/Ye    | ear) ar   | Execution Date, if |  | 3. Co                   | 3. Transaction<br>Code<br>(Instr. 8)       |          | 4. Securities Acqu<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |  | ired (A)  | 5. Amount of Se<br>Owned Following<br>(Instr. 3 and 4) | Ownership of Form: | 7. Nature<br>of Indirect<br>Beneficial<br>Ownershi |  |  |                |            |  |
|   |   |  | (   | (wonar bay) roar)  |  | /                       | Code                                       | · \      | /   | Amount   | (A) oı<br>(D)   | r<br>Price   |                    | . ,  | (Instr. 4)   |  |                |            |  |
| Common Shares   |   |  |   |                    |  |                         |  |          |   |  |   |  |                    | 12,234.8462  |  |  | D              |            |  |
| Common S  | Shares  |  | 02/06/2019  |                    |  |                         |  | Α        |   | 1<br>(1  | 18.2512<br><u>)</u>   | Α  | \$<br>1.4799       | 12,353.0974  |  |  | D              |            |  |
| Common S  | Shares  |  | 02/06/2019  |                    |  |                         |  | Α        |   | 5:<br><u>(1</u>  | 9.8495<br><u>)</u>  | Α  | \$<br>1.462        | 12,412.9469  |  |  | D              |            |  |
| Reminder: Re  | port on a sep   | arate line for each                        | class of securities t                                       | enefic             | ially (  | owned o                 | lirectly                                   | or indi  | irectly.  |  |   |  |                    |  |  |  |                |            |  |
|   |   |  |   |                    |  |                         |  |          | for   | m aı   |   | ired t   |                    | ection of inforn<br>I unless the for               |  |  |                | 1474 (9-02 |  |
|   |   |  | Tabl  | (е                 |  |                         |  | rrants   | , optio   | ns,  | convertibl  | e sec  |                    |  |  |  |                |            |  |
| Title of Derivative Security (Instr. 3)                 | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code               | action Derivative Expiration Date U<br>Securities (Month/Day/Year) |                         | 7. Title and<br>Underlying<br>(Instr. 3 an |          | Derivative<br>Security  | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | Beneficial   |                    |  |  |  |                |            |  |
|   |   |  |   | Cod                | e  | V (A                    | (D   | Da<br>Ex | ate<br>ercisal  | ole  | Expiration Date   | n  | Title              | Amount or<br>Number of<br>Shares                   |  | (Instr. 4)   | (Instr. 4)     |            |  |
| Stock<br>Options  | \$ 19   |  |   |                    |  |                         |  | 07       | 7/25/2  | 2013   | 07/25/2   | 018  | Commor             | 5,000  |  | 5,000  | D              |            |  |
| Stock<br>Options  | \$ 11.5   |  |   |                    |  |                         |  | 07       | 7/11/2  | 2014   | 1 07/11/2   | 019  | Commor             | 10,000   |  | 15,000   | D              |            |  |
| Stock<br>Options  | \$ 5  |  |   |                    |  |                         |  | 07       | 7/17/2  | 2015   | 07/17/2   | 020  | Commor             | 7,500  |  | 22,500   | D              |            |  |
| Stock<br>Options  | \$ 2.89   |  |   |                    |  |                         |  | 12       | 2/14/2  | 2017   | 7 12/14/2   | 022  | Commor             | 50,000   |  | 72,500   | D              |            |  |
| Deferred<br>Share<br>Units                              | <u>(2)</u>  |  |   |                    |  |                         |  | 09       | 9/03/2  | 2011   | (2)   |  | Commor             | 2,202.60   |  | 2,202.6  | D              |            |  |
| Deferred<br>Share<br>Units                              | <u>(2)</u>  |  |   |                    |  |                         |  | 07       | 7/25/2  | 2011   | (2)   |  | Commor             | 1,621.6  |  | 3,824.29   | D              |            |  |
| Deferred<br>Share<br>Units                              | <u>(3)</u>  |  |   |                    |  |                         |  | 12       | 2/14/2  | 2018   | 3 (3)   |  | Commor             | 40,000   |  | 43,824.29  | D              |            |  |

### **Reporting Owners**

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

### **Signatures**

| /s/ Todd Carothers                      | 02/08/2019 |
|---|------------|
| *************************************** | Date       |

#### **Explanation of Responses:**

- $^{\star}$   $\,\,$  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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| (Print or Type                    | Responses)       |   |                                  |  |                                    |                 |                                      |                        |   |   |                        |                           |                        |  |  |                        |  |                  |  |
|-----------------------------------|------------------|---|----------------------------------|--|------------------------------------|-----------------|--------------------------------------|------------------------|---|---|------------------------|---------------------------|------------------------|--|--|------------------------|--|------------------|--|
| 1. Name and CAROTHE               |                  | eporting Person-                        |                                  |  |                                    |                 | lame <b>an</b><br>RPATI              |                        |   | -   | -                      | lodr                      |                        | 5  | . Relationship o                           |                        | k all applicable   | )                |  |
| (Last)<br>2323 HAR                | TZELL STF        | (First)<br>REET                         | (Middle)                         | Date of Earliest Transaction (Month/Day/Year)     02/06/2019 |                                    |                 |                                      |                        |   |   |                        |                           |                        |  |  |                        |  |                  |  |
|                                   |                  | (Street)                                |                                  | 4. I   | If Ame                             | endr            | ment, Da                             | ate Ori                | ginal Fi                                | <b>led</b> Mor  | nth/Da                 | y/Year)                   |                        |  | . Individual or Jo<br>X_ Form filed by One |                        |  | able Line)       |  |
| EVANSTO                           | N, IL 6020       | 1                                       |                                  |  |                                    |                 |                                      |                        |   |   |                        |                           |                        | _  | Form filed by More                         |                        |  |                  |  |
| (City)                            |                  | (State)                                 | (Zip)                            |  |                                    |                 |                                      | Та                     | ible I - I                              | Non-E   | Deriv                  | ative Se                  | curit                  | ties Acquir  | ed, Disposed o                             | f, or Benet            | icially Owned  |                  |  |
| 1.Title of Security<br>(Instr. 3) |                  | 2. Transaction<br>Date<br>(Month/Day/Ye | ar) a                            | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)  |                                    | Code<br>(Instr. | 3. Transaction<br>Code<br>(Instr. 8) |                        | or Di                                   | . Securities Acquired (<br>r Disposed of (D)<br>nstr. 3, 4 and 5) |                        |                           |                        | mount of Securities Beneficially<br>ned Following Reported Transaction(s)<br>tr. 3 and 4)  |  |                        | 7. Nature<br>of Indirect<br>Beneficial<br>Ownershi<br>(Instr. 4) |                  |  |
|                                   |                  |   |                                  |  |                                    |                 |                                      | Co                     | ode                                     | · V   |                        |                           | (A) or<br>(D)          | Price  |  |                        | (I)<br>(Instr. 4)  |                  |  |
| Common S                          | Shares           |   |                                  | _  |                                    |                 |                                      |                        |   |   |                        |                           |                        |  | 12,234.8462                                |                        |  | D                |  |
| Common S                          | Shares           |   | 02/06/2019                       |  |                                    |                 |                                      | ,                      | A                                       | 9   | 118<br>( <u>1)</u>     | .2512                     | 4                      | \$<br>1.4799   | 12,353.0974                                |                        |  | D                |  |
| Common S                          | Shares           |   | 02/06/2019                       |  |                                    |                 |                                      |                        | Α                                       |   | 59.8<br>( <u>1)</u>    | 3495                      | 4                      | \$<br>1.462  | 12,412.9469                                |                        |  | D                |  |
| Title of Derivative               | 2.<br>Conversion | 3. Transaction Date                     | 3A. Deemed<br>Execution Date, if | 4.<br>Tran   | ( <i>e.g.</i> , <sub>l</sub>       | put             | s, calls,<br>5. Num<br>Derivati      | warra<br>ber of<br>ive | Acquire<br>nts, op<br>6. Date<br>Expira | ed, Distions e Execution D  | spos<br>, cor<br>rcisa | sed of, or<br>nvertible   | ber.<br>r Ber<br>e sec | neficially O<br>urities)<br>7. Title and<br>Underlying                                     | Amount of Securities                       | 8. Price of Derivative | 9. Number of Derivative  | 10.<br>Ownership |  |
|                                   |                  |   |                                  | Tran<br>Code   | ransaction Derivat<br>Code Securit |                 | ive<br>ies<br>ed (A)<br>osed         | Expiration Date Und    |   |   |                        | ing Securities Derivative |                        | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Ownership<br>Form of                       |                        |  |                  |  |
|                                   |                  |   | -                                |  | and 5)                             |                 | ,, ¬,                                |                        |   |   |                        | Amount or                 |                        |  |  | (I)<br>(Instr. 4)      |  |                  |  |
|                                   |                  |   |                                  | Co   | ode                                | ٧               | (A)                                  | (D)                    | Date<br>Exerci                          | sable   |                        | xpiration<br>ate          |                        | Title  | Number of<br>Shares                        |                        | ,  | ( ,              |  |
| Stock<br>Options                  | \$ 19            |   |                                  |  |                                    |                 |                                      |                        | 07/25                                   | 5/201   | 30                     | 7/25/20                   | 018                    | Common   | 5,000                                      |                        | 5,000  | D                |  |
| Stock<br>Options                  | \$ 11.5          |   |                                  |  |                                    |                 |                                      |                        | 07/11                                   | 1/201   | 4 0                    | 7/11/20                   | 019                    | Common   | 10,000                                     |                        | 15,000   | D                |  |
| Stock<br>Options                  | \$ 5             |   |                                  |  |                                    |                 |                                      |                        | 07/17                                   | 7/201   | 5 0                    | 7/17/20                   | 020                    | Common   | 7,500                                      |                        | 22,500   | D                |  |
| Stock<br>Options                  | \$ 2.89          |   |                                  |  |                                    |                 |                                      |                        | 12/14                                   | 4/201   | 7 1                    | 2/14/20                   | 022                    | Common   | 50,000                                     |                        | 72,500   | D                |  |
| Deferred<br>Share<br>Units        | <u>(2)</u>       |   |                                  |  |                                    |                 |                                      |                        | 09/03                                   | 3/201   | 11                     | <u>(2)</u>                |                        | Common   | 2,202.60                                   |                        | 2,202.6  | D                |  |
| Deferred<br>Share<br>Units        | <u>(2)</u>       |   |                                  |  |                                    |                 |                                      |                        | 07/25                                   | 5/201   | 1                      | <u>(2)</u>                |                        | Common   | 1,621.6                                    |                        | 3,824.29   | D                |  |
| Deferred<br>Share                 | <u>(3)</u>       |   |                                  |  |                                    |                 |                                      |                        | 12/14                                   | 4/201   | 8                      | <u>(3)</u>                |                        | Common   | 40,000                                     |                        | 43,824.29  | D                |  |

### **Reporting Owners**

|   | Banastina Osmas Nama / Adduses | Relationships |           |                       |       |  |  |  |  |  |
|---|--------------------------------|---------------|-----------|-----------------------|-------|--|--|--|--|--|
|   | Reporting Owner Name / Address |               | 10% Owner | Officer               | Other |  |  |  |  |  |
|   | CAROTHERS TODD                 |               |           |                       |       |  |  |  |  |  |
|   | 2323 HARTZELL STREET           |               |           | EVP Sales & Marketing |       |  |  |  |  |  |
| ĺ | EVANSTON, IL 60201             |               |           |                       |       |  |  |  |  |  |

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