

BAUMEL WILLIAM R
Form 4
December 07, 2011

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 *
BAUMEL WILLIAM R

(Last) (First) (Middle)

C/O RWI VENTURES II, L.P., 900
E. HAMILTON AVENUE, SUITE
100

2. Issuer Name and Ticker or Trading Symbol
EdgeWave, Inc. [EWVE.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

CAMPBELL, CA 95008

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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 form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date	7. Title Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3)	
			Code V	(A)	(D)	Title	
					Date Exercisable	Expiration Date	
3% Convertible Note due 2014	\$ 1.1	12/05/2011	D		961,284	09/20/2010 07/30/2014	Comm Stoc
7.0% Secured Subordinated Convertible Note due 2015	\$ 0.7	12/05/2011	A	2,428,571		12/05/2011 12/04/2015	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUMEL WILLIAM R C/O RWI VENTURES II, L.P. 900 E. HAMILTON AVENUE, SUITE 100 CAMPBELL, CA 95008	X			

Signatures

/s/ William R.
Baumel 12/07/2011

 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).
- On December 5, 2011, RWI Ventures II, L.P. ("RWI") entered into a Securities Purchase Agreement and Note Prepayment Agreement with the Issuer. Under these agreements, the Issuer cancelled the 3% Convertible Notes held by RWI with an outstanding balance of principal and interest of approximately \$1,100,025.75, RWI invested new cash of \$599,974.25, and the Issuer issued to RWI a new 7.0%
- (1) Secured Subordinated Convertible Note due December 4, 2015, convertible at \$0.70 per share, with an initial principal balance of \$1,700,000. Pursuant to action taken by the Board of Directors of the Issuer, the disposition of the 3% Convertible Notes was exempt under Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-3(e) of the SEC, and the acquisition of the 7.0% Secured Subordinated Convertible Note was exempt under Section 16(b) pursuant to Rule 16b-3(d)(1).
- The reported securities are owned directly by RWI, and indirectly by RWI Ventures II Management LLC, as general partner of RWI, and
- (2) William R. Baumel, as a managing member of RWI Ventures II Management LLC. RWI Ventures II Management LLC and Mr. Baumel disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.

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.