SIGMA DESIGNS INC

Form 4

September 10, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Expires:

January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES**

burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Singer Eric			Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			SIGMA DESIGNS INC [SIGM]				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
C/O SIGMA DESIGNS, INC., 1778 MCCARTHY BLVD.			09/06/2013	Officer (give title Other (spec below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MILPITAS,	CA 95035			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	-Derivative	quired, 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)	Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed (and 5) (A) or	of (D)	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)
Common Stock	09/10/2013		Code V S	Amount 7,809	(D)	Price \$ 5.69 (1)	74,902	D	
Common Stock	09/06/2013		S	79,087	D	\$ 5.83 (2)	1,839,630	I	By Potomac Capital Management III, L.L.C. (5)
Common Stock	09/09/2013		S	184,020	D	\$ 5.81 (3)	1,655,610	I	By Potomac Capital Management III, L.L.C. (5)

Common Stock	09/10/2013	S	192,440 D	\$ 5.81 (4)	1,463,170	I	Capital Management III, L.L.C. (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Singer Eric C/O SIGMA DESIGNS, INC. 1778 MCCARTHY BLVD. MILPITAS, CA 95035	X						

Signatures

/s/ Elias Nader as attorney-in-fact for Eric 09/10/2013 Singer **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).
- This price represents the weighted average sales price for mutiple transactions reported on this line. The price of the transactions reported on this line range between \$5.69 to \$5.73 per share. Upon request by the Commission staff, the issuer or a security holder of the issuer,

Reporting Owners 2

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the reporting person will undertake to provide full information regarding the number of shares sold at each seperate price within the range.

- This price represents the weighted average sales price for mutiple transactions reported on this line. The price of the transactions reported on this line range between \$5.72 to \$5.93 per share. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each seperate price within the range.
- This price represents the weighted average sales price for mutiple transactions reported on this line. The price of the transactions reported on this line range between \$5.70 to \$6.12 per share. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each seperate price within the range.
- This price represents the weighted average sales price for mutiple transactions reported on this line. The price of the transactions reported on this line range between \$5.66 to \$5.96 per share. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each seperate price within the range.
- Represents shares held directly or indirectly by Potomac Capital Management III, L.L.C. and certain of its affiliates ("Potomac Capital III"). Mr. Singer, by virtue of his position as managing member of Potomac Capital III, may be deemed to beneficially own the shares beneficially owned by Potmoca Capital III for purposes of Section 16. Mr. Singer disclaims beneficial onwership of such shares except to the extent of his pecuniary interest 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.