

SIGMA DESIGNS INC  
Form 4  
September 10, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Singer Eric

(Last) (First) (Middle)

C/O SIGMA DESIGNS, INC., 1778  
MCCARTHY BLVD.

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SIGMA DESIGNS INC [SIGM]

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

09/06/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Stock	09/10/2013			S 7,809 D 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)



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

- (2) This price represents the weighted average sales price for multiple 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 separate price within the range.

- (3) This price represents the weighted average sales price for multiple 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 separate price within the range.

- (4) This price represents the weighted average sales price for multiple 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 separate price within the range.

- (5) 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 Potomac Capital III for purposes of Section 16. Mr. Singer disclaims beneficial ownership 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.