

Walsh Kevin T
 Form 3
 May 18, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Walsh Kevin T
 (Last) (First) (Middle)

C/O BSQUARE CORPORATION, 110 110TH AVENUE NE, STE 300
 (Street)

BELLEVUE, WA 98004
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/09/2018

3. Issuer Name and Ticker or Trading Symbol
 BSQUARE CORP /WA [BSQR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

5,000 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (right to buy) | 07/13/2016 ⁽²⁾ | 07/13/2025 | Common Stock | 80,000 | \$ 6.94 | D | Â |
| Stock Option (right to buy) | 11/15/2017 ⁽³⁾ | 11/15/2026 | Common Stock | 10,000 | \$ 5.05 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walsh Kevin T C/O BSQUARE CORPORATION 110 110TH AVENUE NE, STE 300 BELLEVUE, WA 98004 | Â | Â | Â Acting CEO | Â |

Signatures

/s/ Kevin T.
Walsh

05/18/2018

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents a Restricted Stock Unit Award granted on July 13, 2015 that vested 33% on the first anniversary of the grant date and vests annually in equal amounts for two years thereafter. This grant is unvested as to 1,666 shares as of the date of this filing.
 - (2) The option vested 33% on July 13, 2016 and vests quarterly in equal amounts for two years thereafter. This grant is unvested as to 6,700 shares as of the date of this filing.
 - (3) The option vested 25% on November 15, 2017 and vests monthly in equal amounts for three years thereafter. This grant is unvested as to 6,458 shares as of the date of this filing.

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.