

BSQUARE CORP /WA
Form 8-K
November 08, 2004

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported): November 2, 2004

BSQUARE CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|---------------------------------|--|
| WASHINGTON | 000-27687 | 91-1650880 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**110 110th Ave NE, Suite 200
Bellevue, WA 98004
425-519-5900**

(Address and Telephone Number of Registrant's Principal Executive Offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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November 2, 2004

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On November 2, 2004, Mr. William Larson notified the Board of Directors of BSQUARE Corporation of his intent to resign, effective immediately, from the Board of Directors. Mr. Larson served as a member of the Compensation Committee and the Strategic Planning Committee of the Board of Directors.

A copy of the press release issued by BSQUARE Corporation on November 8, 2004 in connection with Mr. Larson's resignation is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Press Release dated November 8, 2004, issued by BSQUARE Corporation |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BSQUARE CORPORATION

Date: November 8, 2004

By: /s/ Scott C. Mahan

Scott C. Mahan
Vice President Finance
and Chief Financial Officer