

OAK HILL VENTURE FUND I LP
 Form 4
 February 21, 2013

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 *
OAK HILL VENTURE FUND I LP

2. Issuer Name and Ticker or Trading Symbol
EGAIN Corp [EGAN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 201 MAIN STREET, SUITE 3100

3. Date of Earliest Transaction (Month/Day/Year)
 02/19/2013

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

See Remarks (+)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

FORT WORTH, TX 76102

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock	02/19/2013		D ⁽¹⁾		202,165	D	6.38 <u>(2)</u>

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAK HILL VENTURE FUND I LP 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Remarks (+)
OHVF GENPAR I LP 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Remarks (+)
OHVF MGP I LLC 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Remarks (+)
Group Investors, LLC 201 MAIN STREET SUITE 3100 FORT WORTH, TX 76102				See Remarks (+)

Signatures

OAK HILL VENTURE FUND I, L.P. By: /s/ Kevin G. Levy, Vice President 02/21/2013
__Signature of Reporting Person Date

OHVF GENPAR I, L.P. By: OHVF MGP I, LLC, general partner By: Group Investors, LLC, sole member By: /s/ Kevin G. Levy, Vice President 02/21/2013
__Signature of Reporting Person Date

OHVF MGP I, LLC By: Group Investors, LLC, sole member By: /s/ Kevin G. Levy, Vice President 02/21/2013
__Signature of Reporting Person Date

Group Investors, LLC By: /s/ Kevin G. Levy, Vice President

02/21/2013

__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).
- (1) On February 19, 2013, the Reporting Person sold 202,165 shares of Common Stock for \$6.38 per share pursuant to an underwritten public offering.
- (2) The price reflects the proceeds before expenses to the Reporting Person, consisting of the public offering price of \$6.75 minus the underwriting discount of \$0.37.

Remarks:

(+) The Reporting Persons may be deemed to be a member of a Section 13(d) "group" that owns more than 10% of the Issuer's

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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