

Energous Corp  
 Form 4  
 February 19, 2016

**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 \*  
**Gaulding John**

(Last) (First) (Middle)

3590 NORTH FIRST STREET,  
 SUITE 210

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Energous Corp [WATT]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/31/2015**

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/17/2016		A		380 <sup>(1)</sup>	A	\$ 0 29,790
Common Stock	02/17/2016		S		10,977 <sup>(2)</sup>	D	\$ 5.68 18,813 <sup>(3)</sup>

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

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SEC 1474  
 (9-02)

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**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)	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. P... Der... Sec... (Ins...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Performance Share Units	(4)	12/31/2015		A	380	(5)	(5)	Common Stock	380

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Gaulding John  
3590 NORTH FIRST STREET, SUITE 210    X  
SAN JOSE, CA 95134

## Signatures

/s/ John Gaulding by Patrick J. Rogers,  
attorney-in-fact

02/19/2016

         \*\*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) Represents shares of common stock received upon vesting of a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on December 31, 2015 based on the satisfaction of certain performance-based vesting requirements. The performance share units vested on December 31, 2015 and the shares of common stock were delivered on February 17, 2016.

(2) Represents shares sold pursuant to a Sell-to-Cover Rule 10b5-1 Plan to pay withholding taxes due in connection with the vesting of certain restricted stock units on January 1, 2016 and January 2, 2016, which such shares were delivered on January 15, 2016.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.65 to \$5.74, inclusive. The reporting person undertakes to provide to Energous Corporation, any security holder of Energous Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (3) to this Form 4.

(4) Each performance share unit represents a contingent right to receive one share of common stock.

(5) Represents a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on December 31, 2015 based on the satisfaction of certain performance-based vesting requirements. The performance share units vest on December 31, 2018.

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