

BSQUARE CORP /WA
 Form 3/A
 April 30, 2014

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

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Caldwell Scott Bruce | | (Month/Day/Year) | BSQUARE CORP /WA [BSQR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | (Check all applicable) | 04/29/2014 |
| 110 - 110TH AVE., NE, SUITE 300 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| BELLEVUE,Â WAÂ 98004 | | | VP WW OEM Sales | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 17,832 ⁽¹⁾ | D | Â |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Stock Option (right to buy) | Â (2) | 07/25/2015 | Common Stock | 1,250 | \$ 2.32 | D | Â |
| Stock Option (right to buy) | Â (3) | 12/15/2015 | Common Stock | 5,000 | \$ 3.07 | D | Â |
| Stock Option (right to buy) | Â (4) | 11/13/2016 | Common Stock | 5,000 | \$ 2.17 | D | Â |
| Stock Option (right to buy) | Â (5) | 10/02/2019 | Common Stock | 10,000 | \$ 2.41 | D | Â |
| Stock Option (right to buy) | Â (6) | 01/07/2017 | Common Stock | 7,500 | \$ 3.11 | D | Â |
| Stock Option (right to buy) | Â (7) | 02/26/2024 | Common Stock | 30,000 | \$ 3.32 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Caldwell Scott Bruce 110 - 110TH AVE., NE, SUITE 300 BELLEVUE, WA 98004 | Â | Â | Â VP WW OEM Sales | Â |

Signatures

/s/ Scott Bruce
Caldwell

04/30/2014

**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) Includes two Restricted Stock Unit awards as follows: (1) One granted on December 10, 2010 that vests 25% on the first year anniversary of grant date and quarterly in equal installments thereafter over a three year period. This grant is unvested as to 429 shares as of the date of this filing. (2) The second granted September 11, 2012 and vests annually in equal installments over a four year period. This grant is unvested as to 7,500 shares as of the date of this filing.
 - (2) On July 25, 2009 the options became exercisable as to all 1,250 shares.
 - (3) On December 15, 2009 the options became exercisable as to all 5,000 shares.
 - (4) On November 13, 2010 the options became exercisable as to all 5,000 shares.
 - (5) On October 2, 2013 the options became exercisable as to all 10,000 shares.
 - (6) Beginning on April 7, 2013 and quarterly thereafter, the option vests in equal amounts over a four year period. As of the date of this filing 2,344 shares have vested.
 - (7) On February 26, 2015, 33% vest and thereafter the options vest monthly in equal amounts over a two year period.

^

Remarks:

This^ amendment^ is^ being^ filed^ to^ include^ information^ that^ was^ inadvertently^ omitted^ from^ the^ original

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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