

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 *
 Johnston Cesar

(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)
 Senior VP of Engineering

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/17/2016 | | A | | 1,520 (1) \$ 0 37,740 | D | |
| Common Stock | 02/19/2016 | | M | | 6,250 (2) \$ 0 43,990 | D | |
| Common Stock | 02/19/2016 | | M | | 1,500 (3) \$ 0 45,490 | D | |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Share Units | (4) | 12/31/2015 | | A | 1,520 | (5) (5) | Common Stock | 1,520 |
| Restricted Stock Units | (6) | 02/19/2016 | | M | 6,250 | (7) (7) | Common Stock | 6,250 |
| Restricted Stock Units | (6) | 02/19/2016 | | M | 1,500 | (8) (8) | Common Stock | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnston Cesar 3590 NORTH FIRST STREET, SUITE 210 SAN JOSE, CA 95134 | | | Senior VP of Engineering | |

Signatures

/s/ Cesar Johnston 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 of common stock received upon vesting of a restricted stock unit award that partially vested on February 16, 2016 and settled on February 19, 2016.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award that vested on May 31, 2015 and settled on February 19, 2016.

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

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.

- (6) Each restricted stock unit represents a contingent right to receive one share of common stock.

Represents a restricted stock unit award granted on December 17, 2015 that partially vested on February 16, 2016 and settled on February

- (7) 19, 2016. The restricted stock unit award vests as follows: one-half on February 16, 2016 and the remaining one-half on October 22, 2016.

- (8) Represents a restricted stock unit award granted on May 21, 2015 that vested on May 31, 2015 and settled on February 19, 2016.

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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