

PICKUS JOSHUA
Form 4
October 09, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PICKUS JOSHUA

(Last) (First) (Middle)

1900 SEAPORT
BOULEVARD, 3RD FLOOR

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Support.com, Inc. [SPRT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2009

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) CEO

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 | (D) | Price |

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Am Underlying Sec (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Acquired or Disposed |
|--|------------------------------------|------------------|------------|-----------------|---------|---------------------|--------------------|-----------------|-------------------------|
| | | | Code | V | (A) (D) | | | | |
| Employee Stock Option (right to buy) | \$ 4.2 | 08/21/2009 | D | | 600,000 | <u>(1)</u> | 04/06/2013 | Common Stock | 6 |
| Employee Stock Option (right to buy) | \$ 2.32 | 08/21/2009 | A | | 600,000 | <u>(5)</u> | 08/21/2016 | Common Stock | 6 |
| Employee Stock Option (right to buy) | \$ 4.2 | 08/21/2009 | D | | 200,000 | <u>(1)</u> | 04/06/2013 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 2.32 | 08/21/2009 | A | | 200,000 | <u>(5)</u> | 08/21/2016 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 4.2 | 08/21/2009 | D | | 200,000 | <u>(1)</u> | 04/06/2013 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 2.32 | 08/21/2009 | A | | 200,000 | <u>(7)</u> | 08/21/2016 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 5.27 | 08/21/2009 | D | | 200,000 | <u>(1)</u> | 05/01/2014 | Common Stock | 2 |
| Employee Stock Option (right to buy) | \$ 2.32 | 08/21/2009 | A | | 200,000 | <u>(5)</u> | 08/21/2016 | Common Stock | 2 |
| | \$ 3.7 | 08/21/2009 | D | | 250,000 | <u>(1)</u> | 02/14/2015 | | 2 |

Employee
Stock
Option
(right to
buy)

Common
Stock

Employee
Stock
Option
(right to
buy)

\$ 2.32 08/21/2009

A 250,000

(5)

08/21/2016

Common
Stock

2

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PICKUS JOSHUA 1900 SEAPORT BOULEVARD 3RD FLOOR REDWOOD CITY, CA 94063 | X | | CEO | |

Signatures

/s/ David Laser, by power of
attorney

10/09/2009

__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) 1/48th of the total number of shares subject to the option vest on the monthly anniversary of the Vesting Commencement Date.

On August 21, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 600,000 shares of SPRT common stock granted to the reporting person on April 6, 2006. In exchange, the reporting person received a replacement option for 600,000 shares, having an exercise price of \$2.32 per share.

(3) On August 21, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 200,000 shares of SPRT common stock granted to the reporting person on May 1, 2007. In exchange, the reporting person received a replacement option for 200,000 shares, having an exercise price of \$2.32 per share.

(4) On August 21, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 250,000 shares of SPRT common stock granted to the reporting person on February 14, 2008. In exchange, the reporting person received a replacement option for 250,000 shares, having an exercise price of \$2.32 per share.

(5) 33% of the total number of shares subject to the option shall vest on the one year anniversary of the Transaction Date and 1/36th of the total number of shares subject to the option shall vest on the monthly anniversary of the Transaction Date thereafter.

(6) On August 21, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option for 200,000 shares of SPRT common stock granted to the reporting person on April 6, 2006. In exchange, the reporting person received a replacement option for 200,000 shares, having an exercise price of \$2.32 per share.

(7) One third of the total number of shares subject to the option shall vest on the one year anniversary of the Transaction Date and 1/36th of the total number of shares subject to the option shall vest on the monthly anniversary of the Transaction Date thereafter. Notwithstanding this schedule, the shares will only become exercisable, to the extent vested, following the date as of which the fair market value of the issuer's common stock has first equaled or exceeded \$4.50 per share for 20 consecutive trading days.

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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