

Edgar Filing: WAVE SYSTEMS CORP - Form 4

WAVE SYSTEMS CORP  
Form 4  
April 09, 2003

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OMB APPROVAL  
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5  
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person\*

Wave Systems Corp.

-----  
(Last) (First) (Middle)

480 Pleasant Street

-----  
(Street)

Lee MA 01238

-----  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SSP Solutions, Inc. (SSPX)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

13-3477246

4. Statement for Month/Day/Year

04/08/03

5. If Amendment, Date of Original (Month/Day/Year)

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6. Relationship of Reporting Person to Issuer

(Check all applicable)

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

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person  
 Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,  
or Beneficially Owned

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| 1.<br>Title of Security<br>(Instr. 3) | 2.<br>Transaction<br>Date<br>(mm/dd/yy) | 2A.<br>Deemed<br>Execution<br>Date, if<br>any<br>(mm/dd/yy) | 3.<br>Transaction<br>Code<br>(Instr. 8) |   | 4.<br>Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |            |
|---------------------------------------|---|---|---|---|--|------------------|------------|
|                                       |   |   | Code                                    | V | Amount   | (A)<br>or<br>(D) | Price      |
| Common Stock                          | 12/31/02                                |   | P                                       |   | 180,858  | A                | \$1.35 (1) |
| Common Stock                          | 04/07/03                                |   | S                                       |   | 20,000   | D                | \$0.55     |
| Common Stock                          | 04/08/03                                |   | S                                       |   | 75,000   | D                | \$0.56     |

\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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

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| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conver-<br>sion<br>or<br>Exer-<br>cise<br>Price<br>of<br>Deriv-<br>ative<br>Secur-<br>ity | 3.<br>Trans-<br>action<br>Date<br>(mm/dd/<br>yy) | 3A.<br>Deemed<br>Execut-<br>ion<br>Date if<br>any<br>(mm/dd/<br>yy) | 4.<br>Trans-<br>action<br>Code<br>(Instr.<br>8)<br>-----<br>Code V | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5)<br>-----<br>(A) (D) | 6.<br>Date<br>Exercisable and<br>Expiration Date<br>(Month/Day/Year)<br>-----<br>Date Expira-<br>tion<br>Date |  | 7.<br>Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4)<br>-----<br>Amount<br>or<br>Number<br>of<br>Shares<br>Title |
|--|---|--|---|--|--|---|--|---|
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Explanation of Responses:

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(1) Wave, in exchange for entering into a Termination Agreement and Mutual Release covering the termination of development work to be performed by Wave and the release from debt owed to Wave for development work performed, received a convertible unsecured promissory note (the "Note") in the principal amount of \$270,000. The Note was convertible into 200,000 shares at \$1.35 per share by either Wave or the Issuer. Wave recognized 19,142 of the shares on a Form 4 filed October 10, 2002 because, at that time, the Note was only convertible to the extent Wave's beneficial ownership in the Issuer did not exceed 19.9999%. With such restriction no longer in place, the Issuer converted the Note for the entire 200,000 shares in December 2002 without notice to Wave. Wave was only recently made aware of the conversion.

WAVE SYSTEMS CORP.

By: /s/ Steven K. Sprague

April 9, 2003

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\*\*Signature of Reporting Person  
Steven K. Sprague, its President and Chief Executive Officer

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Date

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

\* 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).

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

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