

HCP-FVA, LLC
 Form 4
 December 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 HCP-FVA, LLC

2. Issuer Name and Ticker or Trading Symbol
 FALCONSTOR SOFTWARE INC
 [FALC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/18/2018

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

See Remarks

C/O HALE CAPITAL PARTNERS, LP, 17 STATE STREET, SUITE 3230

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10004

(City) (State) (Zip)

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)
Common Stock	12/18/2018		M	(A) or (D) A	303,379,065 <u>(1)</u> \$ 0.001	D	357,601,020

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

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 (9-02)

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

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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)
Warrants <u>(1)</u>	\$ 0.001	12/18/2018		M	303,379,065	<u>(2)</u> <u>(2)</u>	Common Stock 303,379,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HCP-FVA, LLC C/O HALE CAPITAL PARTNERS, LP 17 STATE STREET, SUITE 3230 NEW YORK, NY 10004	X	X		See Remarks

Signatures

HCP-FVA, LLC, By: Hale Capital Partners, LP, its sole member, By: /s/ Martin Hale, Jr., its CEO 12/20/2018

__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) HCP-FVA, LLC ("HCP-FVA"), a Delaware limited liability company, exercised that certain Financing Unit Warrant, dated February 23, 2018 (the "Financing Unit Warrant"), to purchase 303,379,065 shares of common stock (the "Common Stock") of Falconstor Software, Inc. (the "Issuer").
- (2) The Financing Unit Warrant is presently exercisable and expires on February 23, 2028, unless the expiration date of the Financing Unit Warrant is accelerated by the Issuer in accordance with the terms of the Financing Unit Warrant. The Issuer accelerated the expiration date of the Financing Unit Warrant to December 31, 2018.
- (3) Represents the remaining backstop warrants held by HCP-FVA to purchase 1,543,630 shares of Common Stock as set forth in the previous filings of HCP-FVA.

Remarks:

HCP-FVA has the right to designate a director of the Issuer pursuant to the terms of the Amended and Restated Certificate of Incorporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.