

SANCHEZ ANTONIO R III  
Form 5  
February 14, 2006

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
SANCHEZ ANTONIO R III

(Last) (First) (Middle)

1111 BAGBY,Â SUITE 1600

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ZIX CORP [ZIXI]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2005

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/21/2005	11/21/2005	P	Amount (1) 13,378 (A) or (D) A	Price \$ 2.99 (2)	370,567 (3) D	Â

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
the form displays a currently valid OMB control number.**

SEC 2270  
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Warrant	\$ 3.04	11/21/2005	11/21/2005	P	4,414 (4) ^	02/09/2006 08/09/2010	Common Stock 4,414

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SANCHEZ ANTONIO R III 1111 BAGBY SUITE 1600 HOUSTON, TX 77002	^ X ^ ^ ^

## Signatures

/s/ Antonio R.  
Sanchez III 02/14/2006

\_\_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) Pursuant to a Securities Purchase Agreement, dated August 9, 2005 (the "Securities Purchase Agreement"), Mr. Sanchez III agreed to purchase a total of 33,446 Units, each Unit consisting of (a) one share of common stock of the issuer and (b) an associated warrant to purchase 0.33 of one share of common stock of the issuer. The company issued 20,068 shares of common stock to Mr. Sanchez III at the closing of the Securities Purchase Agreement together with associated warrants to purchase up to 6,623 shares of common stock as reflected in a previous Form 4 filed by Mr. Sanchez III on August 11, 2005 (the "Previous Form 4"). As reflected in the Previous Form 4, the remaining Units, including 13,378 shares of common stock, as reflected on Table I, and associated warrants to acquire 4,414 shares, as reflected in Table II, were to be sold and issued to Mr. Sanchez III following approval of such issuance by the shareholders of the issuer on November 21, 2005.

As reflected in the Previous Form 4 filed by Mr. Sanchez III, the shares of common stock reflected on Table I were purchased by Mr. Sanchez III as part of a Unit at a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock).

(2) Includes (a) 200,446 shares held by Mr. Sanchez III directly, and (b) 170,121 shares held by a trust for which he serves as co-trustee.

(4) See footnote 1.

As reflected in the Previous Form 4 filed by Mr. Sanchez III, the warrants reflected on Table II were purchased by Mr. Sanchez III as part of a Unit with a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock). The per Unit price is also reflected on Table I above.

(5)

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Mr. Sanchez III holds 11,037 derivative securities (warrants to acquire common stock) issued in connection with the Securities Purchase Agreement. Mr. Sanchez III holds other derivative securities to acquire common stock as previously reported in Table II of the Previous Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.