

SMITH MICRO SOFTWARE INC
Form SC 13G/A
February 14, 2018

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

SCHEDULE 13G/A

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d)

and Amendments Thereto Filed Pursuant to § 240.13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 12)

Smith Micro Software, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

832154207

(CUSIP Number)

December 31, 2017

(Date of Event Which Require Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Person

William W. Smith, Jr.

2. Check the Appropriate Box If A Member of A Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization:

USA

5. Sole Voting Power

Number Of

Shares 5,288,166^{1,2}
6. Shared Voting Power

Beneficially

Owned By 0

Each 7. Sole Dispositive Power

Reporting

Person 5,288,166
8. Shared Dispositive Power

With

0

9. Aggregate Amount Beneficially Owned By Each Reporting Person

William W. Smith, Jr. - 5,288,166^{1,2}10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (*See Instructions*)

Not Applicable.

11. Percent of Class Represented By Amount in Row 9

28.3%²

12. Type of Reporting Person (*See Instructions*)

IN

¹ Includes (a) 3,578,947 shares of common stock that are currently issuable upon conversion of the Series B 10% Convertible Preferred Stock (Preferred Stock), which was issued on September 29, 2017 at a conversion price of \$1.14 per share; (b) 850,000 shares of common stock that are currently issuable upon exercise of a warrant issued on September 6, 2016 at an exercise price of \$2.74 per share and subsequently repriced to an agreed upon floor of \$2.3825 (the Warrant); and (c) 455,028 shares held in the name of The William W. Smith, Jr. Revocable Trust, for which Mr. Smith is the trustee.

² Pursuant to the Certificate of Designation of Preferences, Rights and Limitations of the Preferred Stock dated September 29, 2017 and the Amendment to Note and Warrant dated December 27, 2016, the reporting person's ability to convert the Warrant and Preferred Stock into common shares is subject to certain limitations. Specifically, without first obtaining consent from the Company's stockholders, each of the Warrant and Preferred Stock may be converted only to the extent that the conversion would not result in the reporting person becoming the beneficial owner of greater than 19.99% of the outstanding shares of the issuer's common stock. Notwithstanding this limitation, the reporting person has included the full number of shares issuable upon conversion of each of the Warrant and the Preferred Stock in this Schedule 13G/A.

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Schedule 13G/A

Under the Securities Exchange Act of 1934

Item 1(a) Name of Issuer:

Smith Micro Software, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

51 Columbia

Aliso Viejo, CA 92656

Item 2(a) Name of Person Filing:

William W. Smith, Jr.

Item 2(b) Address of Principal Business Office or, if None, Residence:

51 Columbia

Aliso Viejo, CA 92656

Item 2(c) Citizenship:

USA

Item 2(d) Title of Class of Securities: Common Stock, \$0.001 par value

Item 2(e) CUSIP Number: 832154207

Item 3. If this statement is being filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
N/A

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Item 4(a) Amount beneficially owned:

| | |
|--|--------------------------|
| William W. Smith, Jr. | 5,288,166 ^{1,2} |
| Item 4(b) Percent of class: 28.3% ² | |

Item 4(c) Number of shares as to which such person has:

| | |
|---|--------------------------|
| (i) Sole power to vote or to direct the vote: | 5,288,166 ^{1,2} |
| (ii) Shared power to vote or to direct the vote: | 0 |
| (iii) Sole power to dispose or to direct the disposition of: | 5,288,166 |
| (iv) Shared power to dispose or to direct the disposition of: | 0 |

¹ Includes (a) 3,578,947 shares of common stock that are currently issuable upon conversion of the Preferred Stock, which was issued on September 29, 2017 at a conversion price of \$1.14 per share; (b) 850,000 shares of common stock that are currently issuable upon exercise of the Warrant issued on September 6, 2016 at an exercise price of \$2.74 per share and subsequently repriced to an agreed upon floor of \$2.3825; and (c) 455,028 shares held in the name of The William W. Smith, Jr. Revocable Trust, for which Mr. Smith is the trustee.

² Pursuant to the Certificate of Designation of Preferences, Rights and Limitations of the Preferred Stock dated September 29, 2017 and the Amendment to Note and Warrant dated December 27, 2016, the reporting person's ability to convert the Warrant and Preferred Stock into common shares is subject to certain limitations. Specifically, without first obtaining consent from the Company's stockholders, each of the Warrant and Preferred Stock may be converted only to the extent that the conversion would not result in the reporting person becoming the beneficial owner of greater than 19.99% of the outstanding shares of the issuer's common stock. Notwithstanding this limitation, the reporting person has included the full number of shares issuable upon conversion of each of the Warrant and the Preferred Stock in this Schedule 13G/A.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7.

Identification and Classification of Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of the Group.

Not Applicable.

Item 10. Certifications.

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2018

By: /s/ William W. Smith, Jr.
William W. Smith, Jr.