

DecisionPoint Systems, Inc.
 Form 4
 February 13, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEID PAUL

(Last) (First) (Middle)

C/O DECISIONPOINT SYSTEMS, INC, 8697 RESEARCH DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DecisionPoint Systems, Inc. [DPSI]

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

12/31/2014

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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					127,150	D	(8)
Common Stock					72,850	D	(8)

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

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SEC 1474 (9-02)

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

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series D Convertible Preferred Stock	\$ 0.71	12/20/2012		P		25,500		12/20/2012	<u>(1)</u>	Common Stock	359,1
Series D Convertible Preferred Stock	\$ 0.71	12/20/2012		P		8,500		12/20/2012	<u>(1)</u>	Common Stock	119,7
Series D Convertible Preferred Stock ⁽²⁾	\$ 0.71	04/22/2014		J ⁽²⁾		1,264		04/22/2014	<u>(1)</u>	Common Stock	17,8
Series E Convertible Preferred Stock	\$ 0.5	11/12/2013		P		10,000		11/12/2013	<u>(1)</u>	Common Stock	200,0
Series E Convertible Preferred Stock	\$ 0.5	11/22/2013		P		5,000		11/22/2013	<u>(1)</u>	Common Stock	100,0
Series E Convertible Preferred Stock ⁽³⁾	\$ 0.5	04/22/2014		J ⁽³⁾		261		04/22/2014	<u>(1)</u>	Common Stock	5,22
Options*	\$ 0.38	12/31/2014		A		14,211		12/31/2014	12/31/2017	Common Stock	14,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEID PAUL C/O DECISIONPOINT SYSTEMS, INC			X	

8697 RESEARCH DRIVE
IRVINE, CA 92618

Signatures

/s/ Paul A. Seid

02/13/2015

__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) The Series D Convertible Preferred Stock and Series E Convertible Preferred Stock may be converted into shares of Common Stock by the holder at any time and has no expiration date.
- (2) Reflects dividend made to holders of Series D Convertible Preferred Stock that was paid (issued) in shares of Series D Convertible Preferred Stock
- (3) Reflects dividend made to holders of Series E Convertible Preferred Stock that was paid (issued) in shares of Series E Convertible Preferred Stock
- (4) Includes 59,859 shares held by SDM Irrevocable Trust FBO Lauren Seid UAD 11/05/04 Paul Seid TTEE and 59,859 shares held by SDM Irrevocable Trust FBO Andrew Seid UAD 11/05/04 Paul Seid TTEE.
- (5) Includes 2,225 shares held by SDM Irrevocable Trust FBO Lauren Seid UAD 11/05/04 Paul Seid TTEE and 2,225 shares held by SDM Irrevocable Trust FBO Andrew Seid UAD 11/05/04 Paul Seid TTEE
- (6) Includes 50,000 shares held by SDM Irrevocable Trust FBO Lauren Seid UAD 11/05/04 Paul Seid TTEE and 50,000 shares held by SDM Irrevocable Trust FBO Andrew Seid UAD 11/05/04 Paul Seid TTEE
- (7) Includes 740 shares held by SDM Irrevocable Trust FBO Lauren Seid UAD 11/05/04 Paul Seid TTEE and 740 shares held by SDM Irrevocable Trust FBO Andrew Seid UAD 11/05/04 Paul Seid TTEE
- (8) Common stock acquired prior to October 3, 2014, which was the date on which the undersigned became a director subject to reporting obligations.

Remarks:

* Transaction being newly reported on this form

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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