

EMCORE CORP
Form 4
June 23, 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 *
Becker Drapkin Management, L.P.

2. Issuer Name and Ticker or Trading Symbol
EMCORE CORP [EMKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 CRESCENT COURT, SUITE 230,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2015

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

DALLAS, TX 75201

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/22/2015		S		325,398 (4)	D	\$ 6.55	1,752,451	I	See footnotes (1) (5) (6) (8)
Common Stock	06/22/2015		S		45,844 (4)	D	\$ 6.55	246,898	I	See footnotes (2) (5) (6) (8)
Common Stock	06/22/2015		S		129,345 (4)	D	\$ 6.55	697,079	I	See footnotes (3) (5) (6) (8)
Common Stock								7,576	D (7)	

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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Drapkin Management, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201				See Remarks
BECKER DRAPKIN PARTNERS (QP), L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201				See Remarks
BECKER DRAPKIN PARTNERS, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201				See Remarks
BC Advisors LLC 500 CRESCENT COURT, SUITE 230 DALLAS, TX 758201				See Remarks
Drapkin Matthew A C/O BECKER DRAPKIN MANAGEMENT, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201				See Remarks
Becker Steven R C/O BECKER DRAPKIN MANAGEMENT, L.P. 500 CRESCENT COURT, SUITE 230		X		See Remarks

DALLAS, TX 75201

Signatures

BECKER DRAPKIN MANAGEMENT, L.P., By: BC Advisors, LLC, its general partner, By: /s/ Adam J. Brunk, Name: Adam J. Brunk, Title: Attorney-in-Fact	06/23/2015
__Signature of Reporting Person	Date
BECKER DRAPKIN PARTNERS (QP), L.P., By: Becker Drapkin Management, L.P., its general partner, By: /s/ Adam J. Brunk, Name: Adam J. Brunk, Title: Attorney-in-Fact	06/23/2015
__Signature of Reporting Person	Date
BECKER DRAPKIN PARTNERS, L.P., By: Becker Drapkin Management, L.P., its general partner, By: /s/ Adam J. Brunk, Name: Adam J. Brunk, Title: Attorney-in-Fact	06/23/2015
__Signature of Reporting Person	Date
BC ADVISORS, LLC, By: /s/ Adam J. Brunk, Name: Adam J. Brunk, Title: Attorney-in-Fact	06/23/2015
__Signature of Reporting Person	Date
STEVEN R. BECKER, By: /s/ Adam J. Brunk, Name: Adam J. Brunk, Title: Attorney-in-Fact	06/23/2015
__Signature of Reporting Person	Date
MATTHEW A. DRAPKIN, By: /s/ Adam J. Brunk, Name: Adam J. Brunk, Title: Attorney-in-Fact	06/23/2015
__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) Represents Common Stock directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP") (1,752,451 shares).
- (2) Represents Common Stock directly beneficially owned by Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (246,898 shares).
- (3) Represents Common Stock directly beneficially owned by a managed account on behalf of an investment advisory client (the "Managed Account") of Becker Drapkin Management, L.P. ("BD Management") (697,079 shares).
- (4) In connection with the expiration of the Issuer's Offer to Purchase shares of common stock (the "Offer"), on June 19, 2015, the Issuer accepted for purchase shares of common stock tendered by the Reporting Person and purchased such shares in accordance with the terms of the Offer.
- (5) BD Management, as the general partner of, and investment manager for, Becker Drapkin QP and Becker Drapkin, L.P. and the investment manager for the Managed Account, may be deemed to beneficially own the securities described in footnotes (1), (2) and (3).
- (6) BC Advisors, LLC ("BCA"), as the general partner of BD Management, and Mr. Becker and Mr. Drapkin, as the sole members and co-managing members of BCA and limited partners of BD Management, may in each case be deemed to be beneficial owners of the securities described in footnotes (1), (2) and (3).
- (7) BD Management disclaims any beneficial ownership of all of the Common Stock listed herein, except to the extent of any pecuniary interest therein. Becker Drapkin QP disclaims beneficial ownership of the Common Stock described in footnotes (2) and (3). Becker Drapkin, L.P. disclaims beneficial ownership of the Common Stock described in footnotes (1) and (3). BCA disclaims beneficial ownership of all of the Common Stock listed herein, except to the extent of any pecuniary interest therein. Mr. Becker (who is a director of the Issuer) and Mr. Drapkin disclaim beneficial ownership of all of the Common Stock described herein, except to the extent of any pecuniary interest therein.
- (8) These shares are directly beneficially owned by Mr. Becker and were acquired pursuant to the EMCORE Corporation 2007 Directors' Stock Award Plan for Mr. Becker's service as a non-employee director.
- (9) This filing constitutes a Form 4 exit filing for all reporting persons other than Mr. Becker

Remarks:

Member of a 13D group that is no longer a 10% group

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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