

DecisionPoint Systems, Inc.
 Form 4
 April 02, 2015

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 *
SCHROEDER ROBERT C

(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)

03/31/2015

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					0	D	

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Series D Convertible Preferred Stock	\$ 0.71	12/20/2012		P		4,000		12/20/2012	<u>(1)</u>	Common Stock	5
Warrants (Right to Buy)	\$ 1.1	12/31/2012		A		126,750		12/31/2012	12/31/2017	Common Stock	12
Series E Convertible Preferred Stock	\$ 0.5	11/12/2013		P		2,000		11/12/2013	<u>(1)</u>	Common Stock	4
Warrants (Right to Buy)	\$ 0.55	11/22/2013		A		120,700		11/22/2013	11/22/2018	Common Stock	12
Non-qualified Stock Options (right to buy) <u>(4)</u>	\$ 0.53	01/02/2014		A		18,868		12/31/2014	01/02/2017	Common Stock	1
Series D Convertible Preferred Stock	\$ 0.71	04/22/2014		<u>J(2)</u>		148		04/22/2014	<u>(1)</u>	Common Stock	2
Series E Convertible Preferred Stock	\$ 0.5	04/22/2014		<u>J(3)</u>		37		04/22/2014	<u>(1)</u>	Common Stock	
Stock Options (right to buy) <u>(4)</u>	\$ 0.46	06/30/2014		A		111,740		06/30/2014	06/30/2017	Common Stock	1
Stock Options (right to buy) <u>(4)</u>	\$ 0.4	09/30/2014		A		13,500		09/30/2014	09/30/2017	Common Stock	1
Stock Options (right to buy) <u>(5)</u>	\$ 0.38	12/31/2014		A		14,211		12/31/2014	12/31/2017	Common Stock	1
Stock Options (right to buy)* <u>(5)</u>	\$ 0.5	03/31/2015		A		12,858		03/31/2015	03/31/2018	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHROEDER ROBERT C C/O DECISIONPOINT SYSTEMS, INC. 8697 RESEARCH DRIVE IRVINE, CA 92618	X			

Signatures

/s/Michael P. Roe
attorney-in-fact
04/02/2015

__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) Options granted pursuant to DecisionPoint Systems, Inc. 2010 Stock Option Plan
- (5) Options granted pursuant to DecisionPoint Systems, Inc. 2014 Equity Incentive Plan

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. 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.