

EGAIN Corp  
Form SC 13G  
December 10, 2015

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. \_\_\_\_)\***

**eGain Corporation.**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**28225C806**

**(CUSIP Number)**

**November 30, 2015**

**(Date of Event Which Requires Filing of this Statement)**

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

x 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 in 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, as amended (the Act), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

SCHEDULE 13G

CUSIP No. 28225C806

1) Name of Reporting Person

Bank of Montreal

2) Check the Appropriate Box if a Member of a Group

(a) " (b) "

3) SEC Use Only

4) Citizenship or Place of Organization

Canada

5) Sole Voting Power:

Number of

Shares 0

6) Shared Voting Power:

Beneficially

Owned by 0

Each 7) Sole Dispositive Power:

Reporting

Person 0

8) Shared Dispositive Power:

With:

8,405,591<sup>(1)</sup>

9) Aggregate Amount Beneficially Owned by Each Reporting Person

8,405,591<sup>(1)</sup>

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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares   

11) Percent of Class Represented by Amount in Row (9)

31.0972%

12) Type of Reporting Person

HC

(1) Shares are held indirectly by the Reporting Person's subsidiary CTC myCFO, LLC.

SCHEDULE 13G

CUSIP No. 28225C806

1) Name of Reporting Person

CTC myCFO, LLC

2) Check the Appropriate Box if a Member of a Group

(a) ☐ (b) ☐

3) SEC Use Only

4) Citizenship or Place of Organization

United States

5) Sole Voting Power:

Number of

Shares 0

6) Shared Voting Power:

Beneficially

Owned by 0

Each 7) Sole Dispositive Power:

Reporting

Person 0

8) Shared Dispositive Power:

With:

8,405,591

9) Aggregate Amount Beneficially Owned by Each Reporting Person

8,405,591

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares   "

11) Percent of Class Represented by Amount in Row (9)

31.0972%

12) Type of Reporting Person

IA

SCHEDULE 13G

CUSIP No. 28225C806

**ITEM 1(a). Name of Issuer.**

eGain Corporation

**ITEM 1(b). Address of Issuer's Principal Executive Offices.**

1252 Borregas Avenue

Sunnyvale, CA 94089

**ITEM 2(a). Names of Persons Filing.**

Bank of Montreal and its subsidiary, CTC myCFO, LLC

**ITEM 2(b). Address of Principal Business Office or, if none, Residence.**

Bank of Montreal

1 First Canadian Place

Toronto, Ontario, Canada M5X 1A1

CTC myCFO, LLC

2200 Geng Rd., Suite 100

Palo Alto, CA 94303

**ITEM 2(c). Citizenship or Place of Organization.**

Bank of Montreal is organized under the laws of Canada. CTC myCFO LLC is organized under the laws of the United States.

**ITEM 2(d). Title of Class of Securities.**

Common Stock

**ITEM 2(e). CUSIP Number.**

28225C806

**ITEM 3.**

**If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (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 Section 240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with Section 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 of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).

**ITEM 4. Ownership.**

The information contained in Items 5 – 11 on the cover pages is incorporated herein by reference.

**ITEM 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

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

Bank of Montreal is reporting on this Schedule 13G securities held through its subsidiary CTC myCFO, LLC as fiduciary for certain employee benefit plans, trust and/or customer accounts. As a result, participants in the plans, trust beneficiaries and customers are entitled to receive, or have the power to direct the receipt of, dividends and proceeds from the sale of such securities. An individual is known to have such an interest relating to more than five percent of the class of subject securities.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Bank of Montreal is the ultimate parent company CTC myCFO, LLC, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and a U.S. institution.

**ITEM 8. Identification and Classification of Members of the Group.**

Not Applicable.

**ITEM 9. Notice of Dissolution of Group.**

Not Applicable.

**ITEM 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**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.

Dated as of the 10<sup>th</sup> day of December, 2015.

BANK OF MONTREAL

*/s/ Barbara Muir*

Barbara Muir

SVP, Deputy General Counsel Corporate  
Affairs & Corporate Secretary

CTC MYCFO, LLC

\*

\* Pursuant to Power of Attorney filed as Exhibit 2 to Schedule 13G filed on February 14, 2014 by Reporting Persons named herein (File No. 005-59405), which is incorporated by reference.

**Exhibit 1**

**JOINT FILING AGREEMENT**

In accordance with rule 13d-1(k) under the Securities Act of 1934, as amended, each of the undersigned entities, as applicable, pursuant to a duly executed power of attorney, hereby agrees to this and any future joint filing of Schedule 13G (including any and all amendments thereto) to

be made on their behalf and further agrees to the filing of this Agreement as an Exhibit thereto. In addition, each party to this Agreement consents to the filing of this and any future Schedule 13G (including any and all amendments thereto) by Bank of Montreal.

This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this 10<sup>th</sup> day of December, 2015.

BANK OF MONTREAL

By: */s/ Barbara Muir*  
Barbara Muir  
Senior Vice President, Deputy General  
Counsel of Corporate Affairs, and  
Corporate Secretary

BANK OF MONTREAL IRELAND PLC

\*

BMO ASSET MANAGEMENT INC.

\*

BMO CAPITAL MARKETS LIMITED

\*

BMO FINANCIAL CORP.

\*

BMO HARRIS BANK N.A.

\*

BMO HARRIS INVESTMENT MANAGEMENT  
INC.

BMO ASSET MANAGEMENT CORP.

\*

BMO CAPITAL MARKETS CORP.

\*

BMO DELAWARE TRUST COMPANY

\*

BMO GLOBAL ASSET MANAGEMENT (ASIA)  
LIMITED

\*

BMO HARRIS FINANCIAL ADVISORS, INC.

\*

BMO INVESTORLINE, INC.

\*

BMO LIFE ASSURANCE COMPANY

\*

F&C ASSET MANAGEMENT PLC

\*\*

LGM (BERMUDA) LTD. (formerly, LLOYD  
GEORGE MANAGEMENT (BERMUDA) LTD.)

\*

MONEGY INC.

\*

STOKLER OSTLER WEALTH ADVISORS INC.

\*

TAPLIN, CANIDA & HABACHT, LLC

\*

\* Pursuant to Power of Attorney filed as Exhibit 2 to Schedule 13G filed on February 14, 2014 by the Reporting  
Persons named herein (File No. 005-59405), which is incorporated by reference.

\*\* Pursuant to Power of Attorney filed as Exhibit 2 to Schedule 13G filed on February 13, 2015 by Reporting  
Persons named herein (File No. 005-87861), which is incorporated by reference.

\*

BMO NESBITT BURNS INC.

\*

CTC myCFO, LLC (formerly, HARRIS MY CFO,  
LLC)

\*

LGM INVESTMENTS LIMITED (formerly, LLOYD  
GEORGE MANAGEMENT (EUROPE) LTD.)

\*

PYRFORD INTERNATIONAL LIMITED

\*

SULLIVAN, BRUYETTE, SPEROS & BLAYNEY,  
INC.

\*