

VERAMARK TECHNOLOGIES INC
Form 4
July 25, 2013

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 *
Mazzullo Anthony C

2. Issuer Name and Ticker or Trading Symbol
VERAMARK TECHNOLOGIES INC [VERA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/16/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

VERAMARK TECHNOLOGIES, INC., 1565 JEFFERSON ROAD, SUITE 120

(Street)

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

ROCHESTER, NY 14623

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|
| | | | | Code | V | Amount | (A) or (D) | Price |
| VERA Common Stock | 07/16/2013 | | U(1) | | 228,784 | D | | \$ 1.18 |
| | | | | | (1) | | | 0 |

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

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SEC 1474 (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. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| VERA Option Right to Purchase | \$ 0.5 | 07/22/2013 | | D ⁽²⁾ | 12,000 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | VERA Common Stock | 12,000 <u>(2)</u> |
| VERA Option Right to Purchase | \$ 0.63 | 07/22/2013 | | D ⁽²⁾ | 95,000 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | VERA Common Stock | 95,000 <u>(2)</u> |
| VERA Option Right to Purchase | \$ 0.45 | 07/22/2013 | | D ⁽²⁾ | 50,000 <u>(2)</u> | <u>(2)</u> | <u>(2)</u> | VERA Common Stock | 50,000 <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mazzullo Anthony C VERAMARK TECHNOLOGIES, INC. 1565 JEFFERSON ROAD, SUITE 120 ROCHESTER, NY 14623 | | | President and CEO | |

Signatures

/s/ Paul Opela, Attorney-in-fact for Anthony C.
Mazzullo

07/25/2013

**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) On 6/11/13, Veramark Technologies, Inc. (the "Company"), Hubspoke Holdings, Inc. ("Hubspoke") and TEM Holdings, Inc., a wholly-owned subsidiary of Hubspoke ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement") providing for a cash tender offer to acquire all of the outstanding shares of common stock of the Company for \$1.18 per share, to be followed by a merger of Merger Sub with and into the Company, with the Company to continue as the surviving corporation. These shares

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were accepted in connection with the tender offer on 7/16/13.

Pursuant to the terms of the Merger Agreement, as of the effective time of the merger (7/22/13), this option was cancelled and Mr.

- (2) Mazzullo became entitled to receive a cash payment in an amount equal to the difference between \$1.18 and the exercise price per share under the option multiplied by the number of shares covered by the option.

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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