

Energous Corp
Form 3
August 19, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Fairbairn Malcolm</p> <p>(Last) (First) (Middle)</p> <p>C/O ASCEND CAPITAL, LLC,Â 4 ORINDA WAY, SUITE 200-C</p> <p>(Street)</p> <p>ORINDA,Â CAÂ 94563</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/09/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Energous Corp [WATT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Member of 10% Owner Group</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 81,667 | I | By Spouse ⁽¹⁾ |
| Common Stock | 315,462 | I | See footnote ⁽¹⁾ ⁽²⁾ |
| Common Stock | 133,333 | I | By Trust ⁽¹⁾ ⁽³⁾ |
| Common Stock | 133,333 | I | By Trust ⁽¹⁾ ⁽⁴⁾ |
| Common Stock | 1,618,123 | I | See footnote ⁽¹⁾ ⁽⁵⁾ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrant | 02/13/2017 | 08/12/2021 | Common Stock | 809,061 | \$ 23 | D ⁽¹⁾ | Â |
| Warrant | 02/13/2017 | 08/12/2021 | Common Stock | 809,062 | \$ 23 | I | By Spouse ⁽¹⁾ |
| Warrant | 05/19/2013 | 03/31/2019 | Common Stock | 13,889 | \$ 3.6 | I | By Spouse ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| Fairbairn Malcolm C/O ASCEND CAPITAL, LLC 4 ORINDA WAY, SUITE 200-C ORINDA, CA 94563 | Â | Â X | Â | Member of 10% Owner Group |
| FAIRBAIRN EMILY C/O ASCEND CAPITAL, LLC 4 ORINDA WAY, SUITE 200-C ORINDA, CA 94563 | Â | Â | Â | Member of 10% Owner Group |
| VALLEY HIGH LIMITED PARTNERSHIP C/O ASCEND CAPITAL, LLC 4 ORINDA WAY, SUITE 200-C ORINDA, CA 94563 | Â | Â | Â | Member of 10% Owner Group |
| VALLEY HIGH CAPITAL LLC C/O ASCEND CAPITAL, LLC 4 ORINDA WAY, SUITE 200-C ORINDA, CA 94563 | Â | Â | Â | Member of 10% Owner Group |
| GRANT FAIRBAIRN IRREVOCABLE TRUST SEPTEMBER 30, 2011 C/O ASCEND CAPITAL, LLC 4 ORINDA WAY, SUITE 200-C ORINDA, CA 94563 | Â | Â | Â | Member of 10% Owner Group |
| NINA FAIRBAIRN IRREVOCABLE TRUST SEPTEMBER 30, 2011 C/O ASCEND CAPITAL, LLC 4 ORINDA WAY, SUITE 200-C | Â | Â | Â | Member of 10% Owner Group |

ORINDA, CA 94563

Signatures

| | |
|--|------------|
| MALCOLM P. FAIRBAIRN | 08/19/2016 |
| __Signature of Reporting Person | Date |
| EMILY FAIRBAIRN | 08/19/2016 |
| __Signature of Reporting Person | Date |
| VALLEY HIGH LIMITED PARTNERSHIP By: Valley High Capital LLC By: Name: Malcolm Fairbairn Title: Managing Member | 08/19/2016 |
| __Signature of Reporting Person | Date |
| VALLEY HIGH CAPITAL LLC By: Name: Malcolm Fairbairn Title: Managing Member | 08/19/2016 |
| __Signature of Reporting Person | Date |
| GRANT FAIRBAIRN IRREVOCABLE TRUST SEPTEMBER 30, 2011 By: Name: Malcolm Fairbairn Title: Trustee | 08/19/2016 |
| __Signature of Reporting Person | Date |
| NINA FAIRBAIRN IRREVOCABLE TRUST SEPTEMBER 30, 2011 By: Name: Malcolm Fairbairn Title: Trustee | 08/19/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Malcolm Fairbairn is a 10% owner of the shares of common stock (the "Shares") of Energous Corporation, a Delaware corporation (the "Issuer"). Malcolm Fairbairn, Emily Fairbairn, Valley High Limited Partnership, Valley High Capital LLC, Nina Fairbairn Irrevocable Trust September 30, 2011, Grant Fairbairn Irrevocable Trust September 30, 2011, Ascend Legend Master Fund, Ltd., Ascend Legend Fund, Ltd., Ascend Partners Fund I, Ltd., Ascend Capital Limited Partnership and Ascend Capital, LLC are members of a 10% group of the Issuer. Please see the Form 3 with respect to the Issuer filed on August 19, 2016 by Ascend Legend Master Fund, Ltd. for more information regarding the Shares held by Ascend Legend Master Fund, Ltd., Ascend Legend Fund, Ltd., Ascend Partners Fund I, Ltd., Ascend Capital Limited Partnership and Ascend Capital, LLC.
- Valley High Limited Partnership is the direct beneficial owner of these Shares. Valley High Capital LLC is the general partner of Valley High Limited Partnership. Malcolm Fairbairn and Emily Fairbairn are the managing members of Valley High Capital LLC. Valley High Capital LLC, Malcolm Fairbairn and Emily Fairbairn are indirect beneficial owners of these Shares.
- Nina Fairbairn Irrevocable Trust September 30, 2011 is the direct beneficial owner of these Shares. Malcolm Fairbairn and Emily Fairbairn are co-trustees of the Nina Fairbairn Irrevocable Trust September 30, 2011. Malcolm Fairbairn and Emily Fairbairn are indirect beneficial owners of these Shares.
- Grant Fairbairn Irrevocable Trust September 30, 2011 is the direct beneficial owner of these Shares. Malcolm Fairbairn and Emily Fairbairn are co-trustees of the Grant Fairbairn Irrevocable Trust September 30, 2011. Malcolm Fairbairn and Emily Fairbairn are indirect beneficial owners of these Shares.
- These Shares are directly held by Ascend Legend Master Fund, Ltd., which has filed a separate Form 3 with respect to these Shares on August 19, 2016. Malcolm Fairbairn is an indirect beneficial owner of these Shares.

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.