

TEXAS INSTRUMENTS INC
Form 4
January 30, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARP DANIEL A

2. Issuer Name **and** Ticker or Trading
Symbol
TEXAS INSTRUMENTS INC
[TXN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

12500 TI BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2017

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

DALLAS, TX 75243

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2017		M	7,000 A	\$ 29.79	40,699	D
Common Stock	01/26/2017		M	7,000 A	\$ 14.95	47,699	D
Common Stock	01/26/2017		M	7,000 A	\$ 23.05	54,699	D
Common Stock	01/26/2017		S	21,000 D	\$ 78.96 (1)	33,699	D
Common Stock	01/26/2017		A	1,261 (2)	A \$ 0	34,960	D

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
NQ Stock Option (Right to Buy)	\$ 29.79	01/26/2017		M			7,000	<u>(3)</u>	01/25/2018	Common Stock	7,000
NQ Stock Option (Right to Buy)	\$ 14.95	01/26/2017		M			7,000	<u>(4)</u>	01/29/2019	Common Stock	7,000
NQ Stock Option (Right to Buy)	\$ 23.05	01/26/2017		M			7,000	<u>(5)</u>	01/28/2020	Common Stock	7,000
NQ Stock Option (Right to Buy)	\$ 79.26	01/26/2017		A			6,065	<u>(6)</u>	01/26/2027	Common Stock	6,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARP DANIEL A 12500 TI BOULEVARD	X			

DALLAS, TX 75243

Signatures

/s/ Cynthia H. Grimm, Attorney
In Fact

01/30/2017

__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 price in Table 1 is a weighted average sale price. The sales were at prices ranging from \$78.92 to \$78.985. The Issuer undertakes to provide upon request a detailed breakout of the sale prices and the number of shares sold at each price.
- (2) Award of restricted stock units granted under the Texas Instruments 2009 Director Compensation Plan.
- (3) The option becomes exercisable in four equal annual installments beginning on January 25, 2009.
- (4) The option became exercisable in four equal annual installments beginning on January 29, 2010.
- (5) The option became exercisable in four equal annual installments beginning on January 28, 2011.
- (6) The option becomes exercisable in four equal annual installments beginning on January 26, 2018.

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. except our ability to develop sufficient revenues. We believe that we can achieve profitability as we are presently organized with sufficient business. Our principal cost will be marketing our product. At this point, we do not know the scope of our potential marketing costs but will use our existing resources to market our product. Our resources consist of our available cash and advances from Mr. Sobnosky, who has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes.

If we are not successful in our operations we will be faced with several options:

1. Cease operations and go out of business;
2. Continue to seek alternative and acceptable sources of capital;
3. Bring in additional capital that may result in a change of control; or
4. Identify a candidate for acquisition that seeks access to the public marketplace and its financing sources

Currently, we believe that we have sufficient capital to implement our proposed business operations or to sustain them through December 31, 2008. If we can become profitable, we could operate at our present level indefinitely. To date, we have never had any discussions with any possible acquisition candidate nor have we any intention of doing so.

Proposed Milestones to Implement Business Operations

At the present time, we plan to operate from one location in the Denver Metropolitan area. Our plan is to make our operation profitable by the end of our next fiscal year. We estimate that we must generate approximately \$50,000 in sales per year to be profitable.

We believe that we can be profitable or at break even by the end of the current fiscal year, assuming sufficient sales. Based upon our current plans, we have adjusted our operating expenses so that cash generated from operations and from working capital financing is expected to be sufficient for the foreseeable future to fund our operations at our currently forecasted levels. To try to operate at a break-even level based upon our current level of anticipated business activity, we believe that we must generate approximately \$50,000 in revenue per year. However, if our forecasts are inaccurate, we may need to raise additional funds. Our resources consist of our available cash and advances from Mr. Sobnosky, who has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes. On the other hand, we may choose to scale back our operations to operate at break-even with a smaller level of business activity, while adjusting our overhead to meet the revenue from current operations. In addition, we expect that we will need to raise additional funds if we decide to pursue more rapid expansion, the development of new or enhanced services and products, appropriate responses to competitive pressures, or the acquisition of complementary businesses or technologies, or if we must respond to unanticipated events that require us to make additional investments. We cannot assure that additional financing will be available when needed on favorable terms, or at all.

We expect to incur operating losses in future periods because we will be incurring expenses and not generating sufficient revenues. We expect approximately \$50,000 in operating costs over the next twelve months. We cannot guarantee that we will be successful in generating sufficient revenues or other funds in the future to cover these operating costs. Failure to generate sufficient revenues or additional financing when needed could cause us to go out of business.

Other than advances from Mr. Sobnosky, who has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes, there is no assurance that additional funds will be made available to us on terms that will be acceptable, or at all, if and when needed. We expect to generate and increase sales, but there can be no assurance we will generate sales sufficient to continue operations or to expand.

We also are planning to rely on the possibility of referrals from clients and will strive to satisfy our clients. We believe that referrals will be an effective form of advertising because of the quality of service that we bring to clients. We believe that satisfied clients will bring more and repeat clients.

In the next 12 months, we do not intend to spend any material funds on research and development and do not intend to purchase any large equipment.

Recently Issued Accounting Pronouncements.

We do not expect the adoption of any recently issued accounting pronouncements to have a significant impact on our net results of operations, financial position, or cash flows.

Seasonality.

We do not expect our revenues to be impacted by seasonal demands for our services.

DESCRIPTION OF BUSINESS

General

Our business is to develop and market proprietary specialized computer software to help manage electronically stored data. We have designed and plan to develop a software application for health care businesses which will be known as Ubiquitech™ Enterprise Storage Manager ("UESM"). UESM will be designed to provide computer data storage technicians with reporting and system problem notification. The UESM software application will assist

technicians with:

- Data Storage Problem Diagnostics
- Live System Problem Identification and Notification
- Reporting and Trending
- Electronic Data Storage Management
- Federal Regulatory Compliance Regulations for Electronic Storage

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We believe that the recent increase in the demands for electronic data storage has increased these challenges to corporate Information Technology (“IT”) organizations and technicians significantly over the last several years.

When combined with the capital cost of storage, we believe that the maintenance and labor costs associated with these issues can present a tremendous financial strain on corporate IT budgets. Therefore, sending routine administrative tasks to a storage management software tool can be a strategic corporate decision. We believe that Ubiquitech ESM will provide the capability for corporations to address these management issues with a low cost, scalable software tool for a fraction of what they are currently spending on storage management and administration, since most data storage management tasks are currently being performed by highly paid technicians. We believe that Ubiquitech ESM can help IT organizations achieve strategic corporate IT objectives such as:

- Maximizing Use of IT Human Resources
- Ensuring Electronic Information Protection
- Managing Costs Associated with Data Storage Management
- Managing Growth Associated with Electronic Data Storage
- Meeting Federal Regulatory Compliance Requirements

To help corporations achieve these objectives, we have developed an open, independent Specialized Storage Management Software (SMS) application.

Ubiquitech will also actively pursue significant partnership opportunities with several large, established storage software and hardware vendors.

The UESM product is designed to install on any Unix, Linux or Microsoft computer system. We do not intend to pursue mainframe computer markets.

We believe that the product is extremely scalable since it will be web based. This web based user interface is capable of being used to segregate system users and access as well as to administer corporate computer security policies across multiple geographical locations.

We intend to pursue several strategic software development partnerships with established software and hardware vendors. Additionally, we intend to immediately pursue a strategic selling relationship with a large storage hardware vendor. At the present time, there are no definitive agreements in place.

Our original focus will be in the Denver, Colorado metropolitan area, but eventually plan to expand nationwide. However, we currently have no plans for expansion. At the present time, we have no active operations and are developing our business plan. At the present time, we have no plans to raise any additional funds within the next twelve months, other than those raised in our recent Offering. Any working capital will be expected to be generated from internal operations or from funds which may be loaned to us by Mr. Sobnosky, our President. In the event that we need additional capital, Mr. Sobnosky has agreed to loan such funds as may be necessary through December 31, 2008 for working capital purposes. However, we reserve the right to examine possible additional sources of funds, including, but not limited to, equity or debt offerings, borrowings, or joint ventures. Limited market surveys have never been conducted to determine demand for our services. Therefore, there can be no assurance that any of its objectives will be achieved.

We have not been subject to any bankruptcy, receivership or similar proceeding.

Our address is 7730 East Belleview Ave., #A202, Englewood, CO 80111. Our telephone number is (720)482-9559.

Organization

We are comprised of one corporation. All of our operations are conducted through this corporation.

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Operations

We plan to initially operate out of the office of our President. This office is also shared with another company owned by our President and largest shareholder.

We are not presently marketing our product but plan to do so prior to the end of 2007. We plan to utilize the expertise and existing business relationships of our principal officer, Mr. Sobnosky to develop our opportunities. All operational decisions will be made solely by Mr. Sobnosky.

It should be noted, however, that we do not have any extensive history of operations. To the extent that management is unsuccessful in keeping expenses in line with income, failure to affect the events and goals listed herein would result in a general failure of the business. This would cause management to consider liquidation or merger.

Markets

Our sales strategy is two fold:

- 1) Penetrate end user accounts (hospitals, insurance companies, etc.) through a reseller channel with the monitoring and reporting components of Ubiquitech ESM.
- 2) Generate recurring revenue streams through strategic software and hardware vendor relationships. IT departments are currently purchasing these SMS types of tools in order to address pressing issues in the areas of monitoring and reporting. By establishing ourself as the incumbent SMS software vendor with the reporting and monitoring component of UESM, we believe that we will be able to generate future revenues as software “add-ons” in the areas electronic data storage management and regulatory compliance within our client base.

We believe that the primary reason that clients would buy from us rather than competitors would be the existing relationships that we can develop. We believe that client loyalty and satisfaction can be the basis for success in this business. Therefore, we plan to develop and expand on already existing relationships to develop a competitive edge. We plan to utilize the expertise of its principal officer to develop our business.

Clients and Competition

Generally, the computer storage business is very dynamic and subject to sudden change. The competition is essentially divided into two groups: existing large incumbent storage vendors and independent SMS vendors. Incumbent storage vendors include Symantec/Veritas, Hewlett Packard, IBM, CA, and others. Most, if not all, of the incumbents have engaged in some level of acquisition as method of entering the SMS portion of the computer storage business.

We are not aware of any direct competitor. Most of our competitors sell and support specifically developed products or conversely, large, generic reporting frameworks. To our knowledge, no single vendor provides diagnostics, system health checking, live problem notification, reporting, and management across all elements of the electronic data storage infrastructure.

Almost all of the companies in this industry have greater resources and expertise than us. Any of them could chose to enter our proposed market at any time. Competition with these companies could make it difficult, if not impossible for us to compete, which could adversely affect our results of operations. Competition from larger and more established companies is a significant threat and is expected to remain so for us. Any competition may cause us to fail to gain or

to lose clients, which could result in reduced or non-existent revenue. Competitive pressures may impact our revenues and our growth.

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Our principal effort at this point will be to develop a client base. We believe that the primary reason that customers would buy from us rather than competitors would be the existing relationships that we can develop. We believe that customer loyalty and satisfaction can be the basis for success in this business. Therefore, we plan to develop and expand on already existing relationships to develop a competitive edge.

Backlog

At August 31, 2007, we had no backlogs.

Employees

We have one full-time employee: Mr. Brian Sobnosky, our President. Mr. Sobnosky does not draw a salary or receive any other kind of compensation. However, we reimburse our employee for all necessary and customary business related expenses. We have no plans or agreements which provide health care, insurance or compensation on the event of termination of employment or change in our control. We do not pay our Directors separately for any Board meeting they attend.

Proprietary Information

We own no proprietary information.

Government Regulation

We do not expect to be subject to material governmental regulation. However, it is our policy to fully comply with all governmental regulation and regulatory authorities.

Research and Development

We have never spent any amount in research and development activities.

Environmental Compliance

We believe that we are not subject to any material costs for compliance with any environmental laws.

DESCRIPTION OF PROPERTY

We currently occupies approximately 500 square feet of office and retail space which we rents from our President and largest shareholder on a month-to-month basis, currently without charge. This space is considered to be sufficient for us at the present time. We also own office equipment and the design plans for our propose software product.

DIRECTORS, EXECUTIVE OFFICERS AND CONTROL PERSONS

Set forth below are the names of the directors and officers of the Company, all positions and offices with the Company held, the period during which he or she has served as such, and the business experience during at least the last five years:

<u>Name</u>	<u>Age</u>	<u>Positions and Offices Held</u>
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Explanation of Responses:

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Brian Sobnosky	46	President, Treasurer, Director
Patrick Nats	41	Secretary and Director

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Mr. Sobnosky has been our President, Treasurer and a Director since our inception. He is the founder and has been the CEO of several software companies. His primary responsibilities have been sales and marketing, finance, and operations. From 1995 to 1998 he co-founded and was the CEO of Data Management Solutions, Inc. (DMSI), a systems integration firm that in 1997 became the largest reseller of Veritas (now Symantec) software in the world. DMSI was sold to a competitor, CRANEL, Inc., in 1998 while at a sales revenue of approximately \$20 million. His primary responsibilities at DMSI were sales and marketing, finance, and operations.

Mr. Sobnosky served as Vice President of Strategic Account Sales for CRANEL Inc. from 1998-2000. Convergent Data Systems, Inc. (CDSI) was founded by Mr. Sobnosky in May of 2000.

Founded in November of 2002 by Mr. Sobnosky, Tavata Software Corporation (TSC) utilized profits generated by CDSI to fund a software development effort aimed at bringing an SMS software tool to the SMB market. This was successfully accomplished in February of 2003. Mr. Sobnosky caused TSC to enter into a significant software development and investment partnership with a large storage hardware vendor in September of 2006.

Mr. Sobnosky graduated in 1984 from Youngstown State University with a degree in structural engineering.

Mr. Nats has been our Secretary and a Director since May, 2007. He is currently the Chief Technical Officer (CTO) of @Hand Clinical Data, Inc. @Hand is a Software Development Company focused on providing Mobile Point of Care and Tracking Software Applications for the Medical Critical Industry. He oversees all aspects of software and technology product development for the company. From 2005-2006 He was senior database and technology architect with Comcast Inc., Greenwood Village, CO., where he designed a Voice Over Internet Protocol (VOIP) billing system for over 8 million projected users. Mr. Nats served as Technical Manager for Cendant-Data Integrity Group from 2004-2005, where he designed automated data collection software to scan numerous telephony based network switches for reconciliation to billing and provisioning databases. From 2003-2004 Mr. Nats was Chief Engineer with Confio Software where he oversaw the development and engineering of an Oracle distributed multi-tier performance tool. From 2001-2003 he was Vice President Application Development with Tavata Software Corporation, a software development company focused on developing data collection software for large technology enterprises and owned by Mr. Sobnosky. Mr. Nats attended Front Range Community College of Colorado and Devry Institute of Technology, Phoenix AZ from 1984-1989.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following sets forth the number of shares of our \$.0001 par value common stock beneficially owned by (i) each person who, as of October 15, 2007, was known by us to own beneficially more than five percent (5%) of its common stock; (ii) our individual Directors and (iii) our Officers and Directors as a group. A total of 9,158,000 common shares were issued and outstanding as of October 15, 2007.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership⁽¹⁾⁽²⁾</u>	<u>Percent of Class</u>
Brian Sobnosky 7730 East Belleview Ave. #A202 Englewood, CO 80111	8,500,000	92.8%
Patrick Nats 7730 East Belleview Ave. #A202	-0-	-0-

Explanation of Responses:

Englewood, CO 80111

All Officers and Directors as a Group (two persons)	8,500,000	92.8%
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(1) All ownership is beneficial and of record, unless indicated otherwise.

(2) The Beneficial owner has sole voting and investment power with respect to the shares shown.

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Executive Compensation

Our officers and directors do not receive any compensation for their services rendered to us, nor have they received such compensation in the past. As of the date of this registration statement, we have no funds available to pay the officers and directors. Further, the officers and directors are not accruing any compensation pursuant to any agreement with us. We have no plans to pay any compensation to our officers or directors in the future.

None of our officers and directors will receive any finder's fee, either directly or indirectly, as a result of their respective efforts to implement our business plan outlined herein.

No retirement, pension, profit sharing, stock option or insurance programs or other similar programs have been adopted by us for the benefit of its employees.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We currently occupy approximately 500 square feet of office and retail space which we rent from our President and largest shareholder on a month-to-month basis, currently without charge.

DESCRIPTION OF SECURITIES

We are authorized to issue 50,000,000 shares of Common Stock, par value \$.0001 per share, and 1,000,000 shares of Preferred Stock, par value \$0.10 per share, to have such classes and preferences as our Board of Directors may determine from time to time. As of October 15, 2007, we had 9,158,000 shares of Common Stock issued and outstanding. No Preferred Stock has been issued or is outstanding as of the date hereof.

Common Stock

The holders of Common Stock have one vote per share on all matters (including election of Directors) without provision for cumulative voting. Thus, holders of more than 50% of the shares voting for the election of directors can elect all of the directors, if they choose to do so. The Common Stock is not redeemable and has no conversion or preemptive rights.

The Common Stock currently outstanding is validly issued, fully paid and non-assessable. In the event of our liquidation, the holders of Common Stock will share equally in any balance of our assets available for distribution to them after satisfaction of creditors and the holders of our senior securities, whatever they may be. We may pay dividends, in cash or in securities or other property when and as declared by the Board of Directors from funds legally available therefore, but we have paid no cash dividends on our Common Stock.

Preferred Stock

Under the Articles of Incorporation, the Board of Directors has the authority to issue non-voting Preferred Stock and to fix and determine its series, relative rights and preferences to the fullest extent permitted by the laws of the State of Colorado and such Articles of Incorporation. As of the date of this Registration Statement, no shares of Preferred Stock are issued or outstanding. The Board of Directors has no plan to issue any Preferred Stock in the foreseeable future.

Dividends

We do not expect to pay dividends. Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our Board of Directors. We presently intend to retain all earnings, if any, for use in its business operations and accordingly, the Board of Directors does not anticipate declaring any dividends in the foreseeable future.

SELLING SECURITY HOLDERS

The following table sets forth the shares beneficially owned, as of the date of this prospectus, by the selling stockholders prior to the offering contemplated by this prospectus, the number of shares each selling stockholder is offering by this prospectus and the number of shares which each selling stockholder would own beneficially if all such offered shares are sold. None of the selling stockholders is known to us to be a registered broker-dealer or an affiliate of a registered broker-dealer. Each of the selling stockholders has acquired his, her or its shares solely for investment and not with a view to or for resale or distribution of such securities. Beneficial ownership is determined in accordance with SEC rules and includes voting or investment power with respect to the securities.

Name ⁽¹⁾	Shares of common stock owned prior to the offering	Shares of common stock to be sold ⁽²⁾	Shares of common stock owned after the offering	Percentage of common stock owned after this offering
DAVID J ARMSTRONG	2,000	2,000	-0-	0%
JANICE ARMSTRONG	2,000	2,000	-0-	0%
SCOTT BARKER	2,000	2,000	-0-	0%
LINDA BENZ	4,000	4,000	-0-	0%
BRAD P BENZ	2,000	2,000	-0-	0%
JEFF BLOCHOWITZ &	2,000	2,000	-0-	0%
ROBERT A BOLTON	2,000	2,000	-0-	0%
GINA M BOLTON	2,000	2,000	-0-	0%
JEFFERY T BOLTON	2,000	2,000	-0-	0%
VICKI K CASCHETTE	2,000	2,000	-0-	0%
TAMELA J COX	2,000	2,000	-0-	0%
BENJAMIN R DORLAND	2,000	2,000	-0-	0%
JENNIFER E DOWNING	2,000	2,000	-0-	0%
LEON B FEDDERSEN	2,000	2,000	-0-	0%
EDWARD G GIVENS	2,000	2,000	-0-	0%
JAMES K GUBBINS	1,000	1,000	-0-	0%
JOHN DALEY HAGGAR	2,000	2,000	-0-	0%
RICHARD J HALL	2,000	2,000	-0-	0%
CATHERINE A HALL	2,000	2,000	-0-	0%
JUDITH E JONES	2,000	2,000	-0-	0%
HOLLIS KEITH AND/OR	2,000	2,000	-0-	0%
LAURA MURPHY	2,000	2,000	-0-	0%
DENNIS C MURPHY	2,000	2,000	-0-	0%
ROBB MURPHY	2,000	2,000	-0-	0%
MELISSA MYERS	2,000	2,000	-0-	0%
ASHLEY MYERS	2,000	2,000	-0-	0%

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DAVID A MYERS	2,000	2,000	-0-	0%
WILLIAM J PATTERSON	2,000	2,000	-0-	0%
WILLIAM C PATTERSON	2,000	2,000	-0-	0%
J. STEWART RACEY	2,000	2,000	-0-	0%

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WAYNE D ROSTAD	2,000	2,000	-0-	0%
MICHAEL C ROTH	2,000	2,000	-0-	0%
DAN RUDDEN	2,000	2,000	-0-	0%
JOHN P RYAN	1,000	1,000	-0-	0%
PATRICK V RYAN	2,000	2,000	-0-	0%
MICHAEL J SCANLAN	2,000	2,000	-0-	0%
JERRY SCHEMPP	2,000	2,000	-0-	0%
ERIC SCHEMPP	2,000	2,000	-0-	0%
MA TIHEW SCHEMPP	2,000	2,000	-0-	0%
KURT D SCHUMAN	2,000	2,000	-0-	0%
ERIC G SCHUMAN	2,000	2,000	-0-	0%
ELLIE C SCHUMAN	2,000	2,000	-0-	0%
BENJAMIN R SCHUMAN	2,000	2,000	-0-	0%
WENDY C SCHUMAN	2,000	2,000	-0-	0%
EMMA E SCHUMAN	2,000	2,000	-0-	0%
GINNY SHINN	2,000	2,000	-0-	0%
MICHAEL SHRIFF	2,000	2,000	-0-	0%
CALVIN L STEGINK	2,000	2,000	-0-	0%
CAROL L STEGINK	2,000	2,000	-0-	0%
DONALD STOLTZ	2,000	2,000	-0-	0%
KUNTALNYORA	2,000	2,000	-0-	0%
ROBIN R YORA	2,000	2,000	-0-	0%
KIMBERLEE WILCOX	2,000	2,000	-0-	0%
KEVIN L WILCOX	2,000	2,000	-0-	0%
ROBERT WILCOX	2,000	2,000	-0-	0%
TROY WILCOX	2,000	2,000	-0-	0%
MICKEY WILKINSON	2,000	2,000	-0-	0%
BOYD WILKINSON	2,000	2,000	-0-	0%
ROSEMARIE WILKINSON	2,000	2,000	-0-	0%
TOTAL	118,000	118,000		

(1) All shares are owned of record and beneficially unless otherwise indicated. Beneficial ownership information for the selling stockholders is provided as of October 15, 2007, based upon information provided by the selling stockholders or otherwise known to us.

(2) Assumes the sale of all shares of common stock registered pursuant to this prospectus. The selling stockholders are under no obligation known to us to sell any shares of common stock at this time.

PLAN OF DISTRIBUTION

The selling stockholders may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. If the shares of common stock are sold through underwriters or broker-dealers, the selling stockholders will be responsible for underwriting discounts or commission or agent's commissions. The selling stockholders have advised us that they will sell the shares of common stock from time to time in the open market, at the initial offering price of \$0.25 per share, which was the price they paid for their shares, until the shares are quoted on the OTC Bulletin Board or national securities exchange, at which point the selling securities holders may sell the registered shares at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

The selling stockholders may also engage in short sales against the box, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Broker-dealers engaged by the selling stockholders may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any

profits on the resale of shares of common stock by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a selling stockholder. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

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In connection with the sale of the shares of common stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the shares of common stock in the course of hedging in positions they assume.

The selling stockholders may also sell shares of common stock short and deliver shares of common stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling stockholders may also loan or pledge shares of common stock to broker-dealers that in turn may sell such shares. The selling stockholders may, from time to time, pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

The selling stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus. The selling stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions paid, or any discounts or concessions allowed to, such broker-dealers or agents and any profit realized on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. At the time a particular offering of the shares of common stock is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of shares of common stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholders and any discounts, commissions or concessions allowed or re-allowed or paid to broker-dealers. Under the securities laws of some states, the shares of common stock may be sold in such states only through registered or licensed brokers or dealers.

In addition, in some states the shares of common stock may not be sold unless such shares have been registered or qualified for sale in such state or an exemption from registration or qualification is available and is complied with. There can be no assurance that any selling stockholder will sell any or all of the shares of common stock registered pursuant to the shelf registration statement, of which this prospectus forms a part.

Each selling stockholder has informed us that it does not have any agreement or understanding, directly or indirectly, with any person to distribute the common stock. None of the selling stockholders who are affiliates of broker-dealers, other than the initial purchasers in private transactions, purchased the shares of common stock outside of the ordinary course of business or, at the time of the purchase of the common stock, had any agreements, plans or understandings, directly or indirectly, with any person to distribute the securities.

We are paying all fees and expenses incident to the registration of the shares of common stock. Except as provided for indemnification of the selling stockholders, we are not obligated to pay any of the expenses of any attorney or other advisor engaged by a selling stockholder. We have not agreed to indemnify any selling stockholders against losses, claims, damages and liabilities, including liabilities under the Securities Act.

If we are notified by any selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares of common stock, if required, we will file a supplement to this prospectus. If the selling stockholders use this prospectus for any sale of the shares of common stock, they will be subject to the prospectus delivery requirements of the Securities Act.

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The anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of our common stock and activities of the selling stockholders, which may limit the timing of purchases and sales of any of the shares of common stock by the selling stockholders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the shares of common stock to engage in passive market-making activities with respect to the shares of common stock. Passive market making involves transactions in which a market maker acts as both our underwriter and as a purchaser of our common stock in the secondary market. All of the foregoing may affect the marketability of the shares of common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of common stock.

Once sold under the registration statement, of which this prospectus forms a part, the shares of common stock will be freely tradable in the hands of persons other than our affiliates.

LEGAL PROCEEDINGS.

There is no litigation pending or threatened by or against the Company.

LEGAL MATTERS

The validity of the shares of common stock to be sold in the offering will be passed upon for us by the law firm of David Wagner & Associates, P.C. This firm owns 250,000 shares of our common stock.

EXPERTS

Our financial statements from inception (January 11, 2007) through August 31, 2007, and the related consolidated statements of operations, stockholders' equity and cash flows in this prospectus have been audited by Ronald R. Chadwick, P.C., of Aurora, Colorado, independent registered public accounting firm, to the extent and for the periods set forth in their report, and are set forth in this prospectus in reliance upon such report given upon the authority of them as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

Our filings are available to the public at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Further information on the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330.

We have filed a registration statement on Form SB-2 with the SEC under the Securities Act for the common stock offered by this prospectus. This prospectus does not contain all of the information set forth in the registration statement, certain parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information, reference is made to the registration statement and its exhibits. Whenever we make references in this prospectus to any of our contracts, agreements or other documents, the references are not necessarily complete and you should refer to the exhibits attached to the registration statement for the copies of the actual contract, agreement or other document.

FINANCIAL STATEMENTS

Explanation of Responses:

The consolidated financial statements of Ubiquitech Software Corporation commencing on page F-1 are included with this prospectus. These financial statements have been prepared on the basis of accounting principles generally accepted in the United States and are expressed in US dollars.

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Ubiquitech Software Corporation
(A Development Stage Company)

FINANCIAL STATEMENTS

With Independent Accountant's Audit Report

For the period January 11, 2007 (Inception) Through August 31, 2007

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RONALD R. CHADWICK, P.C.
Certified Public Accountant
2851 South Parker Road, Suite 720
Aurora, Colorado 80014
Telephone (303)306-1967
Fax (303)306-1944

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Ubiquitech Software Corporation
Greenwood Village, Colorado

I have audited the accompanying balance sheet of Ubiquitech Software Corporation (a development stage company) as of August 31, 2007 and the related statements of operations, stockholders' equity and cash flows for the period from January 11, 2007 (inception) through August 31, 2007. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Ubiquitech Software Corporation as of August 31, 2007 and the related statements of operations, stockholders' equity and cash flows for the period from January 11, 2007 (inception) through August 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements the Company has suffered losses from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Aurora, Colorado
P.C.
October 16, 2007
CHADWICK, P.C.

/s/ Ronald R. Chadwick,

RONALD R.

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Ubiquitech Software Corporation
(A Development Stage Company)
Balance Sheet
as of August 31, 2007

Current Assets - Cash	\$ 23,791
TOTAL ASSETS	\$ 23,791
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)	
LIABILITIES - Accounts payable	\$ 3,686
TOTAL LIABILITIES	\$ 3,686
SHAREHOLDERS' EQUITY	
Preferred stock, par value \$.10 per share; Authorized 1,000,000 shares; issued and outstanding -0- shares.	-
Common Stock, par value \$.001 per share; Authorized 50,000,000 shares; issued and outstanding 9,158,000 shares.	9,158
Capital paid in excess of par value	23,126
Retained earnings (deficit)	(12,179)
TOTAL SHAREHOLDERS' EQUITY	20,105
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 23,791

The accompanying notes are an integral part of these financial statements.

Ubiquitech Software Corporation
(A Development Stage Company)

Statement of Operations

For the period January 11, 2007 (Inception) through August 31, 2007

Revenue	\$ -
General and administrative expenses	
Consulting	8,500
Stock transfer fees	3,686
Total General and administrative expenses	12,186
(Loss) before other income	(12,186)
Other income - Interest	7
Net (Loss)	\$ (12,179)
Basic (Loss) Per Share	(0.00)
Weighted Average Common Shares Outstanding	9,039,750

The accompanying notes are an integral part of these financial statements.

Ubiquitech Software Corporation
(A Development Stage Company)

Statement of Cash Flows

For the period January 11, 2007 (Inception) through August 31, 2007

Net (Loss)	\$ (12,179)
Adjustments to reconcile decrease in net assets to net cash provided by operating activities:	
Stock issued for services	8,500
Increase in accounts payable	3,686
Net cash provided by operation activities	7
Cash flows from investing activities:	
Net cash (used) in investing activities	-
Cash flows from financing activities:	
Issuance of common stock	50,000
Deferred offering costs	(26,216)
Net cash provided from financing activities	23,784
Net increase in cash	23,791
Cash at beginning of period	-
Cash at end of period	\$ 23,791
Supplemental disclosure information:	
Stock issued for services	\$ 8,500

The accompanying notes are an integral part of these financial statements.

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Ubiquitech Software Corporation
(A Development Stage Company)
Statement of Shareholders' Equity
As of August 31, 2007

	Number Of Common Shares Issued	Common Stock	Capital Paid in Excess of Par Value	Retained Earnings (Deficit)	Total
Balance at January 11, 2007 (Inception)	-	\$ -	\$ -	\$ -	\$ -
January 12, 2007 issued 8,500,000 shares of par value \$.001 common stock for services valued at or \$.001 per share	8,500,000	8,500	-		8,500
January 12, 2007 issued 500,000 shares of par value \$.001 common stock for cash of \$500 or \$.001 per share	500,000	500	-		500
April 23, 2007 issued 40,000 shares of par value \$.001 common stock for cash of \$20,000 or \$.50 per share	40,000	40	19,960		20,000
August 24, 2007 issued 114,000 shares of par value \$.001 common stock for cash of \$28,500 or \$.25 per share	114,000	114	28,386		28,500
August 28, 2007 issued 4,000 shares of par value \$.001 common stock for cash of \$1,000 or \$.25 per share	4,000	4	996		1,000
Deferred Offering Costs			(26,216)		(26,216)
Net (Loss)	-	-	-	(12,179)	(12,179)
Balance at August 31, 2007	9,158,000	\$ 9,158	\$ 23,126	\$ (12,179)	\$ 20,105

The accompanying notes are an integral part of these financial statements.

Ubiquitech Software Corporation

(A Development Stage Company)

Notes to Financial Statements

For the Period January 11, 2007 (Inception) Through August 31, 2007

Note 1 - Organization and Summary of Significant Accounting Policies

ORGANIZATION

Ubiquitech Software Corporation. (the "Company"), was incorporated in the State of Colorado on January 11, 2007. The Company was formed to provide software development in the data storage and management industry. The Company may also engage in any business that is permitted by law, as designated by the board of directors of the Company.

USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

STATEMENT OF CASH FLOWS

For purposes of the statement of cash flows, the Company considered demand deposits and highly liquid-debt instruments purchased with maturity of three months or less to be cash equivalents.

Cash paid for interest during the period was \$0. Cash paid for income taxes during the period was \$0.

BASIC EARNINGS PER SHARE

The basic earnings (loss) per common share are computed by dividing the net income (loss) for the period by the weighted average number of shares outstanding at August 31, 2007.

Ubiquitech Software Corporation

(A Development Stage Company)

Notes to Financial Statements

For the Period January 11, 2007 (Inception) Through August 31, 2007

Note 1 - Organization and Summary of Significant Accounting Policies (Continued)

REVENUE RECOGNITION

The Company provides management consulting services. The revenue is recognized when the services have been preformed. As of August 31, 2007 the Company has had no operations.

Note 2 – Basis of Presentation

In the course of its life the Company has had limited operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management filed a Limited Offering Registration with the State of Colorado to acquire capital. Management believes this will contribute toward its operations and subsequent profitability. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Note 3 – Related Party Events

The Company currently has an office located at an address maintained by the President on a rent free basis.

Note 4 – Capital Stock

The Company authorized 50,000,000 shares of no par value common stock. Through August 31, 2007, the Company issued a total of 9,158,000 shares raising \$50,000 of cash.

On January 12, 2007 the Company issued 8,500,000 shares of \$.001 par value common stock for services valued at \$8,500 or \$.001 per share. On January 12, 2007 the Company issued 500,000 shares of \$.001 par value common stock for \$500 cash or \$.001 per share.

On April 23, 2007 the Company issued 40,000 shares of \$.001 par value common stock for \$20,000 cash or \$.50 per share.

Ubiquitech Software Corporation

(A Development Stage Company)

Notes to Financial Statements

For the Period January 11, 2007 (Inception) Through August 31, 2007

On August 24, 2007 the Company issued 114,000 shares of \$.001 par value common stock for \$28,500 cash or \$.25 per share as part of a private offering

On August 28 2007 the Company issued 4,000 shares of \$.001 par value common stock for \$1,000 cash or \$.25 per share as part of a private offering

Note 4 – Capital Stock (continued)

The Company authorized 1,000,000 shares of no par value, preferred stock, to have such preferences as the Directors of the Company may assign from time to time. No preferred stock is either issued or outstanding as of August 31, 2007.

The Company has declared no dividends through August 31, 2007.

Note 5 - Income Taxes

At August 31, 2007, the Company had a tax loss of \$(12,179). As of August 31, 2007 the Company has fully allowed for these losses in the valuation allowance. The valuation allowance offset the net deferred tax asset for which there is no assurance of recovery.

The net operating loss carry forward will expire in 2027.

UBIQUITECH SOFTWARE CORPORATION

118,000 Shares of Common Stock

Par Value \$0.001 Per Share

November 21, 2007

Until February 19, 2008 (90 days after the date of this prospectus), all dealers affecting transactions in the shares offered by this prospectus — whether or not participating in the offering — may be required to deliver a copy of this prospectus. Dealers may also be required to deliver a copy of this prospectus when acting as underwriters and for their unsold allotments or subscriptions.

Prospectus

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