

VERAMARK TECHNOLOGIES INC
 Form 4
 July 25, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
GOULD JOHN E

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| VERA Common Stock | 07/16/2013 | | U(1) | 48,000(1) | \$ 1.18 | D | 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 | \$ 0.52 | 07/22/2013 | | D ⁽²⁾ | 25,000 (2) | (2) | (2) | VERA Common Stock | 25,000 (2) |
| VERA Option Right to Purchase | \$ 0.61 | 07/22/2013 | | D ⁽²⁾ | 2,500 (2) | (2) | (2) | VERA Common Stock | 2,500 (2) |
| VERA Option Right to Purchase | \$ 0.4 | 07/22/2013 | | D ⁽²⁾ | 2,500 (2) | (2) | (2) | VERA Common Stock | 2,500 (2) |
| VERA Option Right to Purchase | \$ 1.53 | 07/22/2013 | | D ⁽³⁾ | 10,000 (3) | (3) | (3) | VERA Common Stock | 10,000 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOULD JOHN E VERAMARK TECHNOLOGIES, INC. 1565 JEFFERSON ROAD, SUITE 120 ROCHESTER, NY 14623 | X | | | |

Signatures

/s/ Paul Opela, Attorney-in-fact for John E. Gould
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).

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")

(1) 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 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. Gould

(2) 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.

(3) Mr. Gould is not entitled to receive a cash payment upon the cancellation of this option as the exercise price per share exceeds \$1.18.

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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