

CYALUME TECHNOLOGIES HOLDINGS, INC.

Reported by
EPSTEIN JASON

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/08/17 for the Period Ending 09/08/17

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|-------------|---|
| Address | 96 WINDSOR STREET, WEST SPRINGFIELD, MA, 01089 |
| Telephone | (413) 858-2500 |
| CIK | 0001335293 |
| Symbol | CYLU |
| SIC Code | 3640 - Electric Lighting And Wiring Equipment |
| Industry | Electrical Components & Equipment |
| Sector | Industrials |
| Fiscal Year | 12/31 |

FORM 4

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

OMB APPROVAL
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[X] Check this box if no longer
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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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person * Epstein Jason (Last) (First) (Middle) | | 2. Issuer Name and Ticker or Trading Symbol Cyalume Technologies Holdings, Inc. [CYLU] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below) | |
| C/O CYALUME TECHNOLOGIES HOLDINGS, INC., 910 SE 17TH STREET, SUITE 300 (Street) | | 3. Date of Earliest Transaction (MM/DD/YYYY) 9/8/2017 | | | |
| FORT LAUDERDALE, FL 33316 (City) (State) (Zip) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-------|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option (right to buy) | \$0.09 | 9/8/2017 | | D | | | 57500 | 2/15/2015 | 11/21/2024 | Common Stock | 57500 | (1) | 0 | D | |
| Stock Option (right to buy) | \$1.85 | 9/8/2017 | | D | | | 7500 | 7/9/2013 | 7/9/2023 | Common Stock | 7500 | (2) | 0 | D | |
| Stock Option (right to buy) | \$2.50 | 9/8/2017 | | D | | | 7500 | 6/21/2012 | 6/21/2022 | Common Stock | 7500 | (2) | 0 | D | |
| Stock Option (right to buy) | \$4.50 | 9/8/2017 | | D | | | 7500 | 6/16/2011 | 6/16/2021 | Common Stock | 7500 | (2) | 0 | D | |
| Stock Option (right to buy) | \$3.65 | 9/8/2017 | | D | | | 7500 | 2/4/2010 | 2/4/2020 | Common Stock | 7500 | (2) | 0 | D | |
| Stock Option (right to buy) | \$4.80 | 9/8/2017 | | D | | | 7500 | 3/3/2009 | 3/3/2019 | Common Stock | 7500 | (2) | 0 | D | |

Explanation of Responses:

- This option was cancelled in the merger (the "Merger") effected pursuant to the Agreement and Plan of Merger, dated as of August 8, 2017 (the "Merger Agreement"), among the Issuer, CPS Performance Materials Merger Sub Corp. and CPS Performance Materials Corp., in exchange for a cash payment of \$7,121, representing the difference between the per share exercise price of the option and the Common Per Share Merger Consideration (as such term is defined in the Merger Agreement) of \$0.213837 per share.
- This option was cancelled in the Merger without payment, as the per share exercise price of the option was greater than the Common Per Share Merger Consideration.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Epstein Jason C/O CYALUME TECHNOLOGIES HOLDINGS, INC. 910 SE 17TH STREET, SUITE 300 FORT LAUDERDALE, FL 33316 | X | | | |

Signatures

/s/ Jason Epstein

9/8/2017

—Signature of Reporting Person

Date

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

* 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).

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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