

# **CYALUME TECHNOLOGIES HOLDINGS, INC.**

Reported by  
**US VC PARTNERS GP, LLC**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

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

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

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
US VC Partners GP, LLC		Cyalume Technologies Holdings, Inc. [CYLU]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)                      (First)                      (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
900 THIRD AVENUE, 19TH FLOOR		9/8/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10022				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)                      (State)                      (Zip)					

**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				
Series A Convertible Preferred Stock	\$0.14	9/8/2017		U			123077	11/19/2013	(1)	Common Stock	44814651	(2)	0	I	See Footnote (3)

### Explanation of Responses:

- The shares do not have an expiration date.
- The shares of Series A Convertible Preferred Stock were cancelled in the merger (the "Merger") effected pursuant to the Agreement and Plan of Merger, dated as of August 8, 2017, among the Issuer, CPS Performance Materials Merger Sub Corp. and CPS Performance Materials Corp., in exchange for a cash payment of \$77.86 per share.
- These shares are held of record by US VC Partners, LP ("LP"). The Reporting Person is the general partner of LP. US VC Partners Management, LLC ("Management") may be deemed to have investment power over the securities held by LP, and as a result may be deemed to have beneficial ownership over such securities. Each of the Reporting Person, Management, and LP disclaims beneficial ownership of the securities reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its pecuniary interest therein, if any. This report shall not be deemed an admission that any of them are beneficial owners for the purpose of Section 16 of the Exchange Act, or for any other purpose.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
US VC Partners GP, LLC 900 THIRD AVENUE 19TH FLOOR NEW YORK, NY 10022		X		

### Signatures

/s/ Andrew Intrater, Special Managing Member

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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