

# **EDGEWATER TECHNOLOGY INC/DE/**

Reported by  
**WHELAN TIMOTHY**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 06/16/17 for the Period Ending 06/14/17

|             |                                                             |
|-------------|-------------------------------------------------------------|
| Address     | 200 HARVARD MILL SQUARE<br>SUITE 210<br>WAKEFIELD, MA 01880 |
| Telephone   | 781-213-9854                                                |
| CIK         | 0001017968                                                  |
| Symbol      | EDGW                                                        |
| SIC Code    | 7370 - Computer Programming, Data Processing, And           |
| Industry    | IT Services & Consulting                                    |
| Sector      | Technology                                                  |
| Fiscal Year | 12/31                                                       |

# FORM 4

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

OMB APPROVAL  
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[ ] 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 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)                            |  |
| <b>Whelan Timothy</b>                     |  | <b>EDGEWATER TECHNOLOGY INC/DE/ [ EDGW ]</b>      |  | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                    |  |
| (Last) (First) (Middle)                   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| <b>33 INWOOD ROAD</b>                     |  | <b>6/14/2017</b>                                  |  |                                                                                                    |  |
| (Street)                                  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                        |  |
| <b>ESSEX FELLS, NJ 070221</b>             |  |                                                   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |  |
| (City) (State) (Zip)                      |  |                                                   |  | <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  |                                                                                               |                                                          |                                                       |
| Common Stock                    | 6/14/2017      |                                   | A                         |   | 2700<br>(2)                                                       | A          | \$0.01 | 2700                                                                                          | D                                                        |                                                       |

**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                             | \$6.99                                                 | 6/14/2017      |                                   | A                         |   | 5400                                                                                   |     | 6/14/2018<br>(1)                        | 6/14/2023       | Common Stock                                                                      | 5400                       | \$0.00                                     | 5400                                                                                               | D                                                                                |                                                        |

**Explanation of Responses:**

- (1) Option grant vests quarterly over a one year period from the date of grant.
- (2) Restricted Stock Award at the par value of \$.01 per share under the EDGW 2012 Omnibus Incentive Plan, subject to forfeiture, based on time vesting provisions.

**Reporting Owners**

| Reporting Owner Name / Address                                                  | Relationships |           |         |       |
|---------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                 | Director      | 10% Owner | Officer | Other |
| <b>Whelan Timothy</b><br><b>33 INWOOD ROAD</b><br><b>ESSEX FELLS, NJ 070221</b> | X             |           |         |       |

**Signatures**

**Timothy R. Oakes, Attorney In Fact**

**6/16/2017**

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.