

HCP-FVA, LLC  
Form 4  
April 25, 2018

**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 \*  
HCP-FVA, LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
FALCONSTOR SOFTWARE INC  
[FALC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O HALE CAPITAL PARTNERS,  
LP, 17 STATE STREET, SUITE  
3230

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/23/2018

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

(Street)  
NEW YORK, NY 10004

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/23/2018		Code V	Amount (1)	(A) or (D) Price		
			M	13,724,818	A \$	14,576,172	D
				(1)	0.001		
Common Stock	04/23/2018		M	39,645,783	A \$	54,221,955	D
				(2)	0.001		

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

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SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Warrants (1)	\$ 0.001	04/23/2018		M		13,859,128		11/17/2017	11/17/2027	Common Stock	13,859,128
Warrants (2)	\$ 0.001	04/23/2018		M		40,033,752		02/23/2018	02/23/2028	Common Stock	39,645,783

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HCP-FVA, LLC C/O HALE CAPITAL PARTNERS, LP 17 STATE STREET, SUITE 3230 NEW YORK, NY 10004	X	X		See Remarks

## Signatures

HCP-FVA, LLC, By: Hale Capital Partners, LP, its sole member, By: /s/ Martin Hale, Jr., its CEO 04/25/2018

\_\_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) HCP-FVA, LLC, a Delaware limited liability company ("HCP-FVA"), exercised that certain Warrant, dated November 17, 2017, to purchase 13,859,128 shares of common stock ("Common Stock") of Falconstor Software, Inc. (the "Issuer") on a cashless exercise basis with respect to all 13,859,128 shares issuable upon exercise thereof. As a result of such cashless exercise, HCP-FVA received 13,724,818 shares of Common Stock.
- (2) HCP-FVA exercised that certain Warrant, dated February 23, 2018, to purchase 41,577,382 shares of Common Stock on a cashless exercise basis with respect to 40,033,752 shares issuable upon exercise thereof. As a result of such cashless exercise, HCP-FVA received 39,645,783 shares of Common Stock and retained the right to purchase 1,543,630 shares of Common Stock under such Warrant.
- (3) As set forth in HCP-FVA's previous filings, HCP-FVA also holds that certain Warrant, dated February 23, 2018, to purchase 366,990,000 shares of Common Stock and shares of Series A Convertible Preferred Stock of the Issuer that are convertible into 8,781,515 shares of Common Stock.

### Remarks:

HCP-FVA has the right to designate a director of the Issuer pursuant to the terms of the Certificate of Designation of Series 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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