

EGAIN Corp  
Form 8-K  
July 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**

**Date of Report: July 31, 2013**

**(Date of earliest event reported)**

**eGAIN CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-35314**  
**(Commission**

**File Number)**

**77-0466366**  
**(I.R.S. employer**

**Identification Number)**

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**1252 Borregas Avenue, Sunnyvale, California 94089**

**(Address of principal executive offices, including zip code)**

**(408) 636-4500**

**(Registrant's telephone number, including area code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.02. Termination of a Material Definitive Agreement**

On July 31, 2013, eGain Corporation (the Company) entered into that certain Consent to Repayment of Subordinated Debt (the Consent) with Ashutosh Roy and Comerica Bank, N.A.. This Consent terminates that certain Restated Subordinated Secured Promissory Note dated September 24, 2008, as amended (the Restated Note), between the Company and Mr. Roy, the Company's Chief Executive Officer and a director. Pursuant to the Consent, on July 31, 2013 the Company will repay the outstanding amounts owed under the Restated Note to Mr. Roy, such amounts which equal \$2,915,655.38.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: July 31, 2013

**eGAIN CORPORATION**

By:

*/s/ Eric N. Smit*  
Eric N. Smit  
Chief Financial Officer  
(Duly Authorized Officer and

Principal Financial and Accounting Officer)