

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-08**
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REPORTING OWNER

Karp David

CIK: **1312833**

Type: **4** | Act: **34** | File No.: **001-35592** | Film No.: **13527463**

Mailing Address

*3780 BAYRIDGE AVENUE
VANCOUVER A1 V7V 3J2*

ISSUER

COUNTERPATH CORP

CIK: **1236997** | IRS No.: **200004161** | State of Incorporation: **NV** | Fiscal Year End: **0430**
SIC: **7389** Business services, nec

Mailing Address

*300-505 BURRARD STREET
VANCOUVER A1 V7X 1M3*

Business Address

*300-505 BURRARD STREET
VANCOUVER A1 V7X 1M3
604-320-3344*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Karp David			2. Issuer Name and Ticker or Trading Symbol COUNTERPATH CORP [CPAH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			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		
3780 BAYRIDGE AVENUE (Street) VANCOUVER, A1 V7V 3J2			4. If Amendment, Date Original Filed(Month/Day/Year)					
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								23,848.965	D	
Common Shares	01/08/2013		A		228.4683 ⁽¹⁾	A	\$1.9959 ⁽²⁾	24,077.4333	D	

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 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		Date Exercisable	Expiration Date					
Stock Options	\$2.15						03/07/2006 ⁽³⁾	09/07/2016	Common	240,000	240,000	D	
Stock Options	\$0.44						06/15/2009 ⁽³⁾	12/15/2013	Common	75,000	315,000	D	
Stock Options	\$0.62						04/17/2009 ⁽³⁾	04/17/2014	Common	250,000	565,000	D	

Stock Options	\$1.75						06/14/2012 ⁽³⁾	12/14/2016	Common	150,000		715,000	D	
Deferred Share Units	(4)						12/14/2009	(4)	Common	80,645		80,645	D	
Deferred Share Units	(4)						06/18/2010	(4)	Common	50,000		130,645	D	
Deferred Share Units	(4)						03/10/2011	(4)	Common	22,026		152,671	D	
Deferred Share Units	(4)						07/25/2011	(4)	Common	54,054		206,725	D	
Deferred Share Units	(4)						07/19/2012	(4)	Common	17,108		223,833	D	

Explanation of Responses:

1. These shares were purchased through an Employee Share Purchase Plan.
2. Canadian dollars.
3. Options vest as to 12.5% after 6 months and 1/42 per month thereafter as per company plan.
4. Each deferred share unit is convertible into one common share of CounterPath Corporation at no additional cost. There is no expiry date. Deferred share units vest as to one-third of the number granted on each of the first, second and third anniversaries of the grant date.

Signatures

/s/ David Karp

** Signature of Reporting Person

01/14/2013

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 Number.