

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**  
SEC Accession No. [0001375727-13-000003](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Bogonis Paul C**

CIK: **1375727**

Type: **4** | Act: **34** | File No.: **000-51995** | Film No.: **13526334**

Mailing Address  
*11201 SOUTHEAST 8TH  
STREET  
BELLEVUE WA 98004*

### ISSUER

#### **Telanetix, Inc**

CIK: **1277270** | IRS No.: **770622733** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7385** Telephone interconnect systems

Mailing Address  
*11201 SE 8TH STREET  
SUITE 200  
BELLEVUE WA 98004*

Business Address  
*11201 SE 8TH STREET  
SUITE 200  
BELLEVUE WA 98004  
(206) 621-3500*

# 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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

## 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 <b>Bogonis Paul C</b>			2. Issuer Name and Ticker or Trading Symbol <b>Telanetix, Inc [TNIX]</b>			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) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>			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		
11201 SOUTHEAST 8TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>BELLEVUE, WA 98004</b>								
(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 Stock \$.0001 par value per share							2,000	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	(1)	01/10/2013		A		51,865		(2) (3) (4) (5) (6)	01/10/2023	Common Stock	51,865	\$ 0	51,865	D	

**Explanation of Responses:**

- (1) 50% of the option shall have an option price of \$3.00000 per share ("Tranche 1 Option"); 16.65% of the option shall have an option price of \$5.77800 per share ("Tranche 2 Option"); 16.65% of the option shall have an option price of \$5.77800 per share ("Tranche 3 Option"); and 16.7% of the option shall have an option price of \$5.77800 per share ("Tranche 4 Option").
- (2) (a) Tranche 1 Option shall vest 100% of the options upon affiliates of Hale Capital Partners ("Hale") receiving cash proceeds in return on its invested capital (whether such cash derives from interest payments, debt repayment, dividends, distributions, sale of equity or otherwise) in the Company and its subsidiaries which cash proceeds equal no less than one times its invested capital plus a 4% annual return on such invested capital, compounded annually (the "Tranche 1 Return") and subject to the Reporting Person's continued employment in good standing with the Company on such vesting date. Tranche 1 vesting

was achieved on December 14, 2012 as a result of the term loan evidenced by the Loan Agreement and East West Note, Senior Secured Notes of Telanetix in favor of HCP-TELA, LLC ("HCP"), EREF-TELA, LLC ("EREF"), and CBG-TELA, LLC ("CBG").

3. (2) (a) Continued. Notwithstanding the foregoing and the failure of Hale to have achieved the Tranche 1 Return, the Tranche 1 Option shall vest with 10% of the Tranche 1 Option on the first anniversary of the Grant Date and 2.5% of the Tranche 1 Option at the end of each of the next eight quarters thereafter through the third anniversary of the Grant Date (for an aggregate of 30% of the Tranche 1 Options), subject to the Reporting Person's continued employment in good standing with the Company on each such vesting date.
4. (2) (b) Tranche 2 Option shall vest 100% of the options upon Hale receiving cash proceeds in return on its invested capital (whether such cash derives from interest payments, debt repayment, dividends, distributions, sale of equity or otherwise) in the Company and its subsidiaries which cash proceeds equal no less than two times its invested capital plus a 4% annual return on such invested capital, compounded annually and subject to the Reporting Person's continued employment in good standing with the Company on such vesting date.
5. (2) (c) Tranche 3 Option shall vest 100% of the options upon Hale receiving cash proceeds in return on its invested capital (whether such cash derives from interest payments, debt repayment, dividends, distributions, sale of equity or otherwise) in the Company and its subsidiaries which cash proceeds equal no less than three times its invested capital plus a 4% annual return on such invested capital, compounded annually and subject to the Reporting Person's continued employment in good standing with the Company on such vesting date.
6. (2) (d) Tranche 4 Option shall vest 100% of the options upon Hale receiving cash proceeds in return on its invested capital (whether such cash derives from interest payments, debt repayment, dividends, distributions, sale of equity or otherwise) in the Company and its subsidiaries which cash proceeds equal no less than four times its invested capital plus a 4% annual return on such invested capital, compounded annually and subject to the Reporting Person's continued employment in good standing with the Company on such vesting date.

### Signatures

/s/ Paul C. Bogonis

\*\* Signature of Reporting Person

01/11/2013

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.**