

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Johnston Cesar</u> (Last) (First) (Middle) 3590 NORTH FIRST STREET, SUITE 210 (Street) SAN JOSE CA 95134 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Energous Corp [WATT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Senior VP of Engineering
	3. Date of Earliest Transaction (Month/Day/Year) 04/06/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	04/06/2015		M		20,000 ⁽¹⁾	A	\$0.00	27,000	D	
Common Stock	04/07/2015		S ⁽²⁾		7,900 ⁽³⁾	D	\$8.81 ⁽⁴⁾	19,100	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock units	⁽⁵⁾	04/06/2015		M			20,000	⁽⁶⁾	⁽⁶⁾	Common Stock	20,000	\$0.00	0	D	

Explanation of Responses:

- Represents shares of common stock received upon settlement and delivery of a restricted stock unit award.
- The reporting person's sale of Energous common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 7,000 shares, with the reporting person's purchase of 7,000 shares of Energous common stock at a price of \$7.00 per share on December 10, 2014. The reporting person has agreed to pay to Energous, upon settlement of the sale, \$12,611, representing the full amount of the profit realized in connection with the short-swing transaction, less transaction costs.
- Represents shares sold pursuant to a Sell-to-Cover Rule 10b5-1 Plan on April 7, 2015 to pay withholding taxes due in connection with the settlement of certain restricted stock unit awards on April 6, 2015.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.73 to \$8.95, inclusive. The reporting person undertakes to provide to Energous Corporation, any security holder of Energous Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- Represents a restricted stock unit award granted on August 14, 2014 and partially earned and vested on November 13, 2014 and February 26, 2015 based on the satisfaction of certain performance-based vesting requirements.

Remarks:

/s/ Cesar Johnston by Patrick R. Rogers, attorney-in-fact 04/08/2015

** 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 Number.