

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Gaulding John</u> _____ (Last) (First) (Middle) <u>C/O ENERGOUS CORPORATION</u> <u>3590 NORTH FIRST STREET, SUITE 210</u> _____ (Street) <u>SAN JOSE CA 95134</u> _____ (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) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2016</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person		

**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	12/30/2016		M		193 <sup>(1)</sup>	A	\$0	21,202	D	
Common Stock	01/04/2017		M		25,000 <sup>(2)</sup>	A	\$0	46,202	D	
Common Stock	01/04/2017		M		14,953 <sup>(2)</sup>	A	\$0	61,155	D	
Common Stock	01/06/2017		S <sup>(3)</sup>		14,651 <sup>(4)</sup>	D	\$16.932 <sup>(5)</sup>	46,504	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						Title
Performance Stock Unit	(1)	12/30/2016		M			193	(6)	(6)	Common Stock	193	\$0	27,990	D	
Restricted Stock Unit	(2)	01/04/2017		M			25,000	(7)	(7)	Common Stock	25,000	\$0	0	D	
Restricted Stock Unit	(2)	01/04/2017		M			14,953	(7)	(7)	Common Stock	14,953	\$0	0	D	

**Explanation of Responses:**

- Each performance share unit ("PSU") represents a contingent right to receive one share of common stock.
- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock.
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- Represents the shares sold to cover taxes due upon vesting and settlement of the RSUs.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.90 to \$16.98 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Represents a performance share unit award granted on May 21, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on December 30, 2016 based on the satisfaction of certain performance-based vesting requirements. 50% of any shares earned shall be deferred and paid after December 31, 2018, subject to the reporting person's continued service with the Issuer.
- Represents shares of common stock upon vesting of a RSU granted on January 4, 2016 pursuant to the Company's director compensation policy. This RSU became 100% vested on January 4, 2017.

/s/Bill Mannina, Attorney-in-Fact 01/06/2017

\*\* 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.