SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

| | | | | | <u> </u> | , uit | e investment company Act of 1 | | | | | |
|--|-----------------------|--------------------------------------|--|---|--|---|---|------------------------|-----------------------------|---|--|--|
| 1. Name and Address of Reporting Person [*] <u>ASCEND LEGEND MASTER</u> <u>FUND, LTD.</u> | | | Ri (N | 2. Date of Event Requiring Statement (Month/Day/Year) 08/09/2016 | | 3. Issuer Name and Ticker or Trading Symbol <u>Energous Corp</u> [WATT] | | | | | | |
| (Last) (First) (Middle) 4 ORINDA WAY, SUITE 200-C | | | - | - | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify below) Member of 10% Owner Group | | | (Mor 6. In | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check | |
| (Street) ORINDA CA 94563 | | | | | | | | | | Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| | | | Та | able I - Non | -Deriva | ativ | e Securities Beneficiall | ly Owi | ned | | | |
| 1. Title of Security (Instr. 4) | | | | | 2. Amount of Securities Beneficially Owned (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | 4. Nat (Instr | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
| Common Stor | ck | | | | | | 1,618,123 | D | (1)(2)(3) | | | |
| | | | | | | | Securities Beneficially ts, options, convertible | | | | | |
| 1. Title of Derivative Security (Instr. 4) 2. Dat Expir (Mont | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | nd | 3. Title and Amount of Securit Underlying Derivative Security | | ty (Instr. 4) Co or | | 5. Ownership Form: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | |
| | | | Date Exercisable | Expiratic le Date | | Title | Amound or Number of Shares | | ce of rivative curity | or Indirect (I) (Instr. 5) | | |
| 1. Name and Ad | - | ing Person [*] MASTER F | <u>UND, 1</u> | <u>LTD.</u> | | | | | | | | |
| (Last) 4 ORINDA V | (First) VAY, SUITE | | (Middle) | | | | | | | | | |
| (Street) ORINDA | CA | | 94563 | | | | | | | | | |
| (City) | (State) | 1 | (Zip) | | | | | | | | | |
| 1. Name and Ad | | ing Person [*] FUND, LTD |) <u>.</u> | | | | | | | | | |
| (Last) 4 ORINDA V | (First) VAY, SUITE | | (Middle) | | | | | | | | | |
| (Street) ORINDA | CA | | 94563 | | | | | | | | | |
| (City) | (State) | 1 | (Zip) | | | | | | | | | |
| 1. Name and Ad | dress of Report | ing Person* | | | 1 | | | | | | | |
| | | <u>S FUND I, I</u> | LTD. | | | | | | | | | |
| (Last) 4 ORINDA V | (First) VAY, SUITE | | (Middle) | | | | | | | | | |
| (Street) ORINDA | CA | | 94563 | | | | | | | | | |
| (City) | (State) |) | (Zip) | | | | | | | | | |
| I | | | | | 1 | | | | | | | |

| (Last) 4 ORINDA W | (First) AY, SUITE 200-C | (Middle) | |
|------------------------------------|---|-----------------|--|
| (Street) | | | |
| ORINDA | CA | 94563 | |
| (City) | (State) | (Zip) | |
| | | | |
| | ress of Reporting Perso <u>pital Limited Par</u> | | |
| | | | |
| Ascend Cap (Last) | oital Limited Par | <u>tnership</u> | |
| Ascend Cap (Last) | (First) | <u>tnership</u> | |
| Ascend Cap (Last) 4 ORINDA W | (First) | <u>tnership</u> | |

Explanation of Responses:

1. Ascend Legend Master Fund, Ltd., Ascend Legend Fund, Ltd., Ascend Partners Fund I, Ltd., Ascend Capital Limited Partnership and Ascend Capital, LLC are members of a 10% owner group of Energous Corporation (the "Issuer"), the other members of which are Malcolm Fairbairn, Emily Fairbairn, Valley High Limited Partnership, Valley High Capital, LLC, Nina Fairbairn Irrevocable Trust September 30, 2011 and Grant Fairbairn Irrevocable Trust September 30, 2011. Please see the Form 3 with respect to the Issuer filed on August 19, 2016, by Malcolm Fairbairn for more information regarding the holdings of Malcolm Fairbairn, Emily Fairbairn, Valley High Limited Partnership, Valley High Capital LLC, Nina Fairbairn Irrevocable Trust September 30, 2011. 2011.

2. Ascend Legend Master Fund, Ltd. is the direct beneficial owner of the shares of common stock (the "Shares"). Ascend Legend Fund, Ltd. serves as a feeder fund to, and the sole shareholder of, Ascend Legend Master Fund, Ltd. Ascend Partners Fund I, Ltd. is the sole shareholder of Ascend Legend Fund, Ltd. Ascend Capital Limited Partnership is the investment adviser to Ascend Partners Fund I, Ltd., Ascend Legend Master Fund, Ltd. and Ascend Legend Master Fund, Ltd. Ascend Capital, LLC is the general partner of Ascend Capital Limited Partnership. Malcolm Fairbairn is the managing member of Ascend Capital, LLC. Ascend Legend Fund, Ltd., Ascend Capital Limited Partnership, Ascend Capital, LLC and Malcolm Fairbairn are indirect beneficial owners of the Shares.

3. Malcolm Fairbairn has filed a separate Form 3 which also reflects these Shares, filed on August 19, 2016.

| ASCEND LEGEND MASTER FUND, LTD. By: Name: Malcolm Fairbairn Title: Director | <u>08/19/2016</u> |
|---|-------------------|
| <u>ASCEND LEGEND FUND,</u> <u>LTD. By: Name: Malcolm</u> <u>Fairbairn Title: Director</u> | <u>08/19/2016</u> |
| ASCEND PARTNERS FUND I, LTD. By: Name: Malcolm Fairbairn Title: Director | <u>08/19/2016</u> |
| ASCEND CAPITAL, LLC By: Name: Malcolm Fairbairn Title: Managing Member | <u>08/19/2016</u> |
| ASCEND CAPITAL LIMITED PARTNERSHIP By: Ascend Capital, LLC, its general partner By: Name: Malcolm Fairbairn Title: Managing Member | <u>08/19/2016</u> |
| ** 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 5 (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.