

**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	
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1. Name and Address of Reporting Person* <u>Sereda Brian J</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2016	
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	08/12/2016		A		1,920 <sup>(1)</sup>	A	\$0.00	3,099	D	
Common Stock	08/12/2016		F		722 <sup>(2)</sup>	D	\$12.88	2,377	D	
Common Stock	08/12/2016		M		30,000 <sup>(3)</sup>	A	\$0.00	32,377	D	
Common Stock	08/12/2016		F		11,274 <sup>(4)</sup>	D	\$12.88	21,103	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
Restricted Stock Units	(5)	08/12/2016		M			30,000	(6)	(6)	Common Stock	30,000	\$0.00	90,000	D	

**Explanation of Responses:**

- Represents shares of common stock received upon vesting of a performance share unit award granted on December 17, 2015 pursuant to the Company's 2015 Performance Share Unit Plan and partially earned on June 30, 2016 based on the satisfaction of certain performance-based vesting requirements. The performance share units vested on June 30, 2016 and the shares of common stock were delivered on August 12, 2016.
- Represents shares of common stock withheld to satisfy tax withholding requirements on the vesting of performance share units on June 30, 2016 and the delivery of shares of common stock with respect thereto on August 12, 2016.
- Represents shares of common stock received upon vesting of a restricted stock unit award that partially vested on July 13, 2016 and settled on August 12, 2016.
- Represents shares of common stock withheld to satisfy tax withholding requirements on the vesting of restricted stock units on July 13, 2016 and the settlement of shares of common stock with respect thereto on August 12, 2016.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- These restricted stock units vest over a period of four years in four equal annual installments on July 13 of each of 2016, 2017, 2018 and 2019.

**Remarks:**

/s/ Brian J. Sereda by Mark R. Busch, attorney-in-fact 08/16/2016

\*\* 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.