

ZIX CORP
Form 4
August 11, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kahn Charles Newman III

(Last) (First) (Middle)
4545 N. GLEBE ROAD
(Street)
ARLINGTON, VA 22207
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZIX CORP [ZIXI]

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2005

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 08/09/2005 | 08/09/2005 | P | | 2,008 (1) \$ 2.99 (2) | 2,008 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) | 8. P Der Sec (Ins |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|

| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
|---------|---------|------------|------------|------|---|------------------|-----------------|-----------------------|----------------------------|----------|
| | | | | Code | V | (A) | (D) | | | |
| Warrant | \$ 3.04 | 08/09/2005 | 08/09/2005 | P | | 663 (3) | | 02/09/2006 08/09/2010 | Common Stock | 663 \$ 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kahn Charles Newman III 4545 N. GLEBE ROAD ARLINGTON, VA 22207 | | X | | |

Signatures

/s/ Charles N. Kahn III 08/11/2005

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Pursuant to a Securities Purchase Agreement, dated August 9, 2005 (the "Securities Purchase Agreement"), Mr. Kahn has agreed to purchase a total of 3,346 units, each consisting of (a) one share of common stock of the issuer and (b) an associated warrant to purchase 0.33 of one share of common stock of the issuer (each, a "Unit"). The company issued 2,008 shares of common stock to Mr. Kahn at the closing of the Securities Purchase Agreement, as reflected in Table 1 on this Form 4, together with associated warrants to purchase up to 663 shares of common stock (reflected in Table II below). The remaining Units, including 1,338 shares of common stock, will be sold and issued to Mr. Kahn only following approval of such issuance by the shareholders of the issuer.

(2) The shares of common stock reflected on Table I were purchased by Mr. Kahn as part of a Unit at a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock).

(3) Pursuant to the Securities Purchase Agreement, Mr. Kahn has agreed to purchase a total of 3,346 Units from the issuer, including warrants to purchase up to a total of 1,104 shares of common stock. The company issued warrants to purchase 663 shares of common stock to Mr. Kahn at the closing of the Securities Purchase Agreement, as reflected in Table II on this Form 4, together with 2,008 shares of common stock (reflected on Table I above). The remaining Units, including warrants to purchase 441 shares of common stock, will be sold and issued to Mr. Kahn only following approval of such issuance by the shareholders of the issuer.

(4) The warrants reflected on Table II were purchased by Mr. Kahn as part of a Unit with a purchase price of \$2.99 per Unit (with each Unit consisting of one share of common stock and a warrant to purchase 0.33 of one share of common stock). The per Unit price is also reflected on Table I above.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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