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EAGLE CAPITAL GROWTH FUND, INC.

Form 5

Stock

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J(2)

339.423

12/28/2015

February 16, 2016

FORM	M 5							OMB AP	PROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if Washington, D.C. 20549								OMB Number:	3235-0362		
	er subject	vv .	Washington, D.C. 20549					Expires:	January 31, 2005		
to Section Form 4 of 5 obligation may consider the section of the	or Form ANI tions atinue.	OWNE	FATEMENT OF CHANGES IN BENI OWNERSHIP OF SECURITIES					Estimated average burden hours per response 1.			
1(b). Form 3 Reporter Form 4 Transact Reporter	Holdings Section 17 d	rsuant to Section (a) of the Public V 30(h) of the I	Utility Hold	ing Compan	y Act	t of 193					
1. Name and Sims Davi	Address of Reporting d C	Symbol EAGL	2. Issuer Name and Ticker or Trading Symbol EAGLE CAPITAL GROWTH FUND, INC. [GRF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	Birector			C_Officer (give to ow)	ve title Other (specify below)						
225 E. MA 802	ASON STREET,Â		2013				COO, C	FO & Secretar	у		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)				
MILWAU	KEE, WI 5320	02					_ Form Filed by Or Form Filed by Moson				
(City)	(State)	(Zip) Ta	ble I - Non-De	erivative Secur	rities A	Acquire	d, Disposed of,	or Beneficiall	y 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 or Disposed of (D) (Instr. 3, 4 and 5)		red (A)	5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Amount	or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)			
Common Stock	07/24/2015	Â	P4	100	A	8.25	57,282	D	Â		
Common Stock	12/28/2015	Â	J <u>(1)</u>	3,747.255	A	\$ 7.14	61,029.255	D	Â		
Common	10/00/0015	?	x (2)	220, 422		\$	5 106 1 0 0	T	By		

Spouse

(3)

A \$ 5,186.423 I

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

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 control number.

SEC 2270 (9-02)

of D

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securi	ties	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
	•				(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
						Lacicisable	Dute		of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Sims David C 225 E. MASON STREET SUITE 802 MILWAUKEE, WI 53202	Â	Â	COO, CFO & Secretary	Â			

Signatures

Carrie Leahy, Attorney-in-Fact by Power of Attorney 02/16/2016

**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) Acquisition through share distribution.
- (2) Acquisition through share distribution.
- (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for the purposes of Section 16 or otherwise.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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