Kang Jin Form 4 April 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

SECURITIES

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

WIDEPOINT CORP [WYY]

3. Date of Earliest Transaction

(Print or Type Responses)

1(b).

(Last)

(City)

(Instr. 3)

Common

Stock

1. Name and Address of Reporting Person * Kang Jin

(First) (Middle)

11601 AIR VIEW LANE

(Street)

(Month/Day/Year) 04/16/2010

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

below) President - iSYS, LLC

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

Issuer

GREAT FALLS, VA 22066

(State)

04/16/2010

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

(D) or (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(9-02)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

690,510 J (1)(2)

\$ 1

 $2,276,846 \frac{(3)}{}$

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

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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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	. Date Exercisable and xpiration Date Month/Day/Year)		Amount of Securities 4)	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 0.54					05/11/2009	01/04/2013	Common Stock	315,000	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kang Jin

11601 AIR VIEW LANE President - iSYS, LLC

GREAT FALLS, VA 22066

Signatures

/s/ Thomas L. James, Attorney-in-Fact 04/20/2010

**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).

On April 16, 2010, it was determined that the reporting person became entitled to receive 690,510 shares of the common stock of WidePoint Corporation ("WidePoint") pursuant to a four-year "earnout" provision in that certain Membership Interest Purchase

- Agreement, dated January 2, 2008, pursuant to which WidePoint acquired all of the outstanding membership interests of iSYS, LLC

 ("iSYS")(the "Purchase Agreement"). The Purchase Agreement provided that the sole member of iSYS would receive additional shares of WidePoint common stock, for no additional consideration, if iSYS's earnings before interest, taxes, depreciation and amortization ("EBITDA") in respect of an applicable Earnout Year exceeded \$1.4 Million. ISYS's EBITDA in respect of the Earnout Year ending December 31, 2009 exceeded \$1.4 Million, and as a result, the reporting person acquired 690,510 shares of the common stock of WidePoint.
- The number of shares issuable pursuant to the earnout right was determined on April 16, 2009 pursuant to a formula set forth in the Purchase Agreement, which formula provided that, for the purpose of determining the number of shares issuable, WidePoint's common stock would be valued at \$1 per share. The reporting person's right to receive additional shares became fixed and irrevocable on January 4, 2008.
- (3) These shares do not include 2,124,673 shares held in escrow, which the reporting person may be entitled to receive in the future in connection with the earnout discussed in Note 1 above and over which reporting person has no voting or dispositive control.

Note: File three copies of this Form, one of which must be manually signed. If space 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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