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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Cooke William</u> _____ (Last) (First) (Middle) <u>C/O DECISIONPOINT SYSTEMS, INC.</u> <u>1615 SOUTH CONGRESS AVENUE, SUITE 103</u> _____ (Street) <u>DELRAY BEACH FL</u> <u>33445</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DecisionPoint Systems, Inc. [DPSI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <u>X</u> Other (specify below) _____ <u>Former Director</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/05/2024</u>	
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	07/05/2024		D ⁽¹⁾		36,306	D	\$10.22	0	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
Stock Option (Right to Buy)	\$4.06	07/05/2024		D ⁽²⁾			2,000	(2)	11/14/2026	Common Stock	2,000	\$6.16 ⁽²⁾	0	D	
Stock Option (Right to Buy)	\$9.28	07/05/2024		D ⁽²⁾			6,000	(2)	12/31/2026	Common Stock	6,000	\$0.94 ⁽²⁾	0	D	
Stock Option (Right to Buy)	\$7.76	07/05/2024		D ⁽²⁾			6,000	(2)	12/31/2027	Common Stock	6,000	\$2.46 ⁽²⁾	0	D	
Stock Option (Right to Buy)	\$6.47	07/05/2024		D ⁽²⁾			6,000	(2)	01/16/2029	Common Stock	6,000	\$3.75 ⁽²⁾	0	D	

Explanation of Responses:

1. Pursuant to that certain Agreement and Plan of Merger, dated as of April 30, 2024, by and among DecisionPoint Systems, Inc. (the "Company"), Barcoding Derby Buyer, Inc. ("Parent"), and Derby Merger Sub, Inc. ("MergerCo"), MergerCo merged with and into the Company (the "Merger"), with the Company surviving the Merger as a wholly owned subsidiary of Parent. At the effective time of the Merger (the "Effective Time"), each share of the Company's common stock that was issued and outstanding immediately prior to the Effective Time was automatically cancelled and converted into the right to receive \$10.22 per share in cash (the "Merger Consideration"), without interest and subject to any applicable tax withholdings.

2. Pursuant to the Merger Agreement, at the Effective Time, all outstanding stock options held by the reporting person were cancelled and automatically converted into the right to receive the product of (a) the aggregate number of shares of the Company's common stock subject to the options, multiplied by (b) the excess, if any, of the Merger Consideration over such option's applicable per share exercise price, subject to any required tax withholdings.

/s/ Melinda Wohl by Power of Attorney 07/09/2024
 ** 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.