

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| | |
|---|-----------|
| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>SUBIN NEIL S</u> (Last) (First) (Middle) 3300 SOUTH DIXIE HIGHWAY SUITE 1-365 (Street) WEST PALM BEACH FL 33405 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>DETERMINE, INC. [DTRM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/21/2018 | |
| 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 | | | | | | | | 1,326,315 ⁽¹⁾⁽²⁾ | I | By Milfam II L.P. |
| Common Stock | | | | | | | | 354,789 ⁽¹⁾⁽²⁾ | I | By LIM III - Trust A-4 |
| Common Stock | | | | | | | | 354,786 ⁽¹⁾⁽²⁾ | I | By MBM - Trust A-4 |
| Common Stock | | | | | | | | 301,590 ⁽¹⁾⁽²⁾ | I | By Trust C - Lloyd I. Miller |
| Common Stock | | | | | | | | 211,351 ⁽¹⁾⁽²⁾ | I | By Milfam I L.P. |
| Common Stock | | | | | | | | 2,100 ⁽¹⁾⁽²⁾ | I | By Trust D - Lloyd I. Miller |
| Common Stock | | | | | | | | 250,820 ⁽¹⁾⁽²⁾ | I | By Lloyd I. Miller, III Revocable Trust |

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 |
| Warrant | \$0.01 | 12/21/2018 | | J | | 5,250,000 | | 12/21/2018 | 12/20/2023 | Common Stock | 5,250,000 | (3) | 5,250,000 ⁽¹⁾⁽²⁾ | I | By Milfam II L.P. |

Explanation of Responses:

1. Except for possessing voting and dispositive power, the reporting person disclaims any other beneficial ownership of, and specifically any pecuniary interest in, the securities reported herein. This filing is not, and shall not be deemed, an admission (and the reporting person expressly disclaims) that the reporting person is, for purposes of Rule 16a-1(a)(2) under Section 16 of the Securities Exchange Act of 1934, the beneficial owner of any equity securities covered by this filing.

2. Mr. Neil Subin succeeded to the position of President and Manager of MILFAM LLC, which serves as manager, general partner, or investment advisor of a number of entities formerly managed or advised by the late Lloyd I. Miller, III. Mr. Subin also serves as trustee of a number of Miller family trusts.

3. The Reporting Person received this warrant, pursuant to a cash advance given to the Issuer by the Reporting Person, in connection with Amendment No. 2 to the Junior Secured Convertible Note Purchase Agreement dated December 21, 2018, entered into by the Issuer and the Reporting Person.

Remarks:

/s/ Paul N. Silverstein
Attorney-in-fact

12/27/2018

** 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.