

AEROHIVE NETWORKS, INC

Form 3

March 27, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Lightspeed Venture Partners
VII, L.P.

(Last) (First) (Middle)

2200 SAND HILL ROAD

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/27/2013

3. Issuer Name and Ticker or Trading Symbol

AEROHIVE NETWORKS, INC [HIVE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group

Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Series A Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,344,827	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series B Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	1,561,517	\$ <u>(3)</u>	D <u>(2)</u>	Â
Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,347,748	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series D Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	578,836	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	543,897	\$ <u>(1)</u>	D <u>(2)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lightspeed Venture Partners VII, L.P. 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Lightspeed Ultimate General Partner VII, Ltd. 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Lightspeed General Partner VII, L.P. 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Eggers Barry 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Nieh Peter 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Mhatre Ravi 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
SCHAEPE CHRISTOPHER J 2200 SAND HILL ROAD MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â

Signatures

/s/ Barry Eggers, a director of Lightspeed Ultimate General Partner VII, Ltd

03/27/2014

**Signature of Reporting Person

Date

/s/ Christopher J. Schaepe, a director of Lightspeed Ultimate General Partner VII, Ltd

03/27/2014

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__Signature of Reporting Person

Date

/s/ Ravi Mhatre, a director of Lightspeed Ultimate General Partner VII, Ltd

03/27/2014

__Signature of Reporting Person

Date

/s/ Peter Nieh, a director of Lightspeed Ultimate General Partner VII, Ltd

03/27/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each share of Series A Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock shall
(1) automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.

The shares are owned by Lightspeed Venture Partners VII, L.P. ("LVPVII"). Lightspeed Ultimate General Partner VII, Ltd. ("LUGP") is the sole general partner of Lightspeed General Partner VII, L.P. ("LGPVII"), which is the sole general partner of LVPVII. The individual
(2) directors of LUGP are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. As a result, each of the reporting persons may be deemed to share voting and dispositive power with respect to the shares held by LVPVII. Each of the reporting persons disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
(3) 1,390,735 outstanding shares of Series B Preferred Stock shall automatically convert into 1,561,517 shares of Common Stock, on a 1.1228-for-one basis, immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.

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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