AEROHIVE NETWORKS, INC

Form 4 May 29, 2015

FORM 4

OMB APPROVAL

UNITED	STATES	SECURITIES	AND	EXCHANGE	COMMISSION
		Washingto	n. D.C	C. 20549	

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DENG FENG			2. Issuer Name and Ticker or Trading Symbol AEROHIVE NETWORKS, INC	5. Relationship of Reporting Person(s) to Issuer			
			[HIVE]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director _X_ 10% OwnerOfficer (give titleOther (specify			

SUITE 1701, HUTCHISON HOUSE, 10 HARCOURT ROAD,

CENTRAL

(Street)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

05/27/2015

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

below)

HONG KONG, K3

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if any		3. 4. Securities Acquir Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Pr		of	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)	
Common Stock (1)	05/27/2015		A	23,295	A	\$0	41,580	D	
Common Stock							5,928,379	I	See footnote (2)
Common Stock							1,302,003	I	See footnote (3)
Common Stock							651,000	I	See footnote (4)

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorNumber	Expiration Da	ate	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	J
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m 1	or		
						Exercisable	Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DENG FENG SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3	X	X					

Signatures

/s/ Jeffrey D. Lee, by power of Attorney for Feng
Deng

**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).
- Each restricted stock unit (RSU) represents the right to receive, following vesting, one share of Common Stock of Aerohive Networks.

 (1) 100% of the RSUs shall vest on the earlier of (a) the one-year anniversary of the grant date or (b) the date immediately preceding the Aerohive Networks 2016 annual meeting of stockholders.
 - Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
- (2) dispositive power over the shares held by NLVF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd., may be deemed to share voting and dispositive power over the shares held by NLVF. The Reporting Person disclaims beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

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- Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
- (3) dispositive power over the shares held by NLSF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. The Reporting Person disclaims beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.
 - Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
- (4) dispositive power over the shares held by NLPF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. The Reporting Person disclaims beneficial ownership of shares held by NLPF, except to the extent of any pecuniary interest therein.

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.