

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 MILBURY PAUL J

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/27/2014

3. Issuer Name and Ticker or Trading Symbol

AEROHIVE NETWORKS, INC [HIVE]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner☐ Officer ☐ Other
(give title below) (specify below)C/O AEROHIVE NETWORKS,
INC.,Â 330 GIBRALTAR
DRIVE

(Street)

SUNNYVALE,Â CAÂ 94089

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)

Common Stock

21,080

D Â

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

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Director Stock Option (right to buy)	Â (1)	11/12/2022	Common Stock	63,240	\$ 6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILBURY PAUL J C/O AEROHIVE NETWORKS, INC. 330 GIBRALTAR DRIVE SUNNYVALE,Â CAÂ 94089	Â X	Â	Â	Â

Signatures

/s/ Steve Debenham, by power of attorney 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).

The option, originally granted for 84,320 shares, of which 21,080 shares have been exercised, is subject to an early exercise provision and (1) is immediately exercisable. One-fourth of the shares subject to the option vested on November 12, 2013 and one forty-eighth of the shares vest monthly thereafter.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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