

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 *

KPCB XII Associates, LLC

(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)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting

Person

☒ Form filed by More than One
Reporting Person

2750 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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 Expiration
Exercisable 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
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Series B Preferred Stock	Â <u>(1)</u>	Â <u>(2)</u>	Common Stock	2,161,567	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(4)</u>
Series C Preferred Stock	Â <u>(5)</u>	Â <u>(2)</u>	Common Stock	1,247,493	\$ <u>(5)</u>	I	See Footnotes <u>(4)</u> <u>(6)</u>
Series D Preferred Stock	Â <u>(5)</u>	Â <u>(2)</u>	Common Stock	366,247	\$ <u>(5)</u>	I	See Footnotes <u>(4)</u> <u>(7)</u>
Series E Preferred Stock	Â <u>(5)</u>	Â <u>(2)</u>	Common Stock	192,618	\$ <u>(5)</u>	I	See Footnotes <u>(4)</u> <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KPCB XII Associates, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
KPCB XII Founders Fund, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â
KLEINER PERKINS CAUFIELD & BYERS XII, LLC 2750 SAND HILL ROAD MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Paul Vronsky, General Counsel 03/27/2014

__Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 03/27/2014

__Signature of Reporting Person Date

/s/ Paul Vronsky, General Counsel 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).

(1) 1,925,158 outstanding shares of Series B Preferred Stock shall automatically convert into 2,161,567 shares of Common Stock, on a 1.1228-for-one basis, immediately prior to the closing of the Issuer's initial public offering.

(2) Not applicable.

(3) Kleiner Perkins Caufield & Byers XII, LLC ("KPCB XII") owns 1,712,621 shares of Series B Preferred Stock. KPCB XII Founders Fund, LLC ("KPCB XII Founders") owns 179,809 shares of Series B Preferred Stock. Excludes 32,728 shares of Series B Preferred Stock in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

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- (4) The managing member of KPCB XII and KPCB XII Founders is KPCB XII Associates, LLC ("XII Associates"). The voting and dispositive control over the shares is shared by individual managing directors of XII Associates, none of whom has veto power.
- (5) The Series C, Series D and Series E Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.
- (6) KPCB XII owns 1,116,756 shares. KPCB XII Founders owns 116,516 shares. Excludes 14,221 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (7) KPCB XII owns 327,864 shares. KPCB XII Founders owns 34,208 shares. Excludes 4,175 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.
- (8) KPCB XII owns 172,432 shares. KPCB XII Founders owns 17,990 shares. Excludes 2,196 shares in the aggregate beneficially owned by individuals and entities associated with Kleiner Perkins Caufield & Byers and held for convenience in the name of "KPCB Holdings, Inc. as nominee" for the accounts of such individuals and entities who each exercise their own voting and dispositive control over such shares.

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Remarks:

The Reporting Persons disclaim beneficial ownership of these shares except to the extent of any pecuniary interest.

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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