

NETEZZA CORP
Form 3/A
February 13, 2008

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Armony Izhar</p> <p>(Last) (First) (Middle)</p> <p>C/O CHARLES RIVER XI GP, LLC,Â 1000 WINTER STREET, SUITE 3300</p> <p>(Street)</p> <p>WALTHAM,Â MAÂ 02451</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/18/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NETEZZA CORP [NZ]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>07/18/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	126,812 ⁽¹⁾	D ⁽¹⁾ ⁽²⁾ ⁽³⁾ 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)
Series A Preferred Stock	Â (4)	Â (5)	Common Stock	3,849,999	\$ (4)	D (2) (3) (6) Â
Series B Preferred Stock	Â (7)	Â (5)	Common Stock	3,094,004	\$ (7)	D (2) (3) (8) Â
Series C Preferred Stock	Â (9)	Â (5)	Common Stock	1,524,735	\$ (9)	D (2) (3) (10) Â
Series D Preferred Stock	Â (11)	Â (5)	Common Stock	459,675	\$ (11)	D (2) (3) (12) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Armony Izhar C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Â	Â X	Â	Â
Baldwin Christopher C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Â	Â X	Â	Â
BURNES RICHARD M JR C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Â	Â X	Â	Â
SACHS BRUCE I C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Â	Â X	Â	Â
TAI WILLIAM C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Â	Â X	Â	Â
Zak Michael J C/O CHARLES RIVER XI GP, LLC 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451	Â	Â X	Â	Â

Signatures

/s/ Sarah Reed, Attorney-in-Fact for Izhar Armony	02/13/2008
__Signature of Reporting Person	Date
/s/ Sarah Reed, Attorney-in-Fact for Christopher Baldwin	02/13/2008
__Signature of Reporting Person	Date
/s/ Sarah Reed, Attorney-in-Fact for Richard M. Burnes, Jr.	02/13/2008
__Signature of Reporting Person	Date
/s/ Sarah Reed, Attorney-in-Fact for Bruce I. Sachs	02/13/2008
__Signature of Reporting Person	Date
/s/ Sarah Reed, Attorney-in-Fact for William P. Tai	02/13/2008
__Signature of Reporting Person	Date
/s/ Sarah Reed, Attorney-in-Fact for Michael J. Zak	02/13/2008
__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) Includes 123,050 shares held by Charles River Partnership XI, LP ("CRP XI"), 3,108 shares held by Charles River Friends XI-A, LP ("CRF XI-A") and 654 shares held by Charles River Friends XI-B, LP ("CRF XI-B").
- Charles River XI GP, LLC ("CR XI GP LLC") is the General Partner of Charles River XI GP, LP ("CR XI GP LP"). CR XI GP LLC is also the General Partner of CRF XI-A and CRF XI-B. CR XI GP LP is the General Partner of CRP XI. CRP XI, CRF XI-A and CRF XI-B (collectively, the "Partnerships") form a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934.
- (2) Each of Izhar Armony, Christopher Baldwin, Richard M. Burnes, Jr., Ted R. Dintersmith, Bruce I. Sachs, William P. Tai, and Michael J. Zak is a managing member of CR XI GP, LLC. Accordingly, each of CR XI GP LP, CR XI GP LLC and Messrs. Armony, Baldwin, Burnes, Dintersmith, Sachs, Tai, and Zak (collectively, the "Management Persons") may be deemed to beneficially own the securities owned by the Partnerships.
- Each of the Management Persons disclaims beneficial ownership of the securities reported herein held by the Partnerships, except to the extent of such person's pecuniary interest in each applicable Partnership, if any. The filing of this statement by any reporting person shall not be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement.
- (3)
- (4) Upon the Closing of the Issuer's initial public offering, the Series A Preferred Stock converted into Common Stock on a one-for-one basis for no additional consideration.
- (5) These shares do not have an expiration date.
- (6) Includes 3,735,790 shares held by CRP XI, 94,361 shares held by CRF XI-A, and 19,848 shares held by CRF XI-B.
- (7) Upon the Closing of the Issuer's initial public offering, the Series B Preferred Stock converted into Common Stock on a one-for-one basis for no additional consideration.
- (8) Includes 3,002,222 shares held by CRP XI, 75,831 shares held by CRF XI-A, and 15,951 shares held by CRF XI-B.
- (9) Upon the Closing of the Issuer's initial public offering, the Series C Preferred Stock converted into Common Stock on a one-for-one basis for no additional consideration.
- (10) Includes 1,479,504 shares held by CRP XI, 37,370 shares held by CRF XI-A, and 7,861 shares held by CRF XI-B.
- (11) Upon the Closing of the Issuer's initial public offering, the Series D Preferred Stock converted into Common Stock on a one-for-one basis for no additional consideration.
- (12) Includes 446,039 shares held by CRP XI, 11,266 shares held by CRF XI-A, and 2,370 shares held by CRF XI-B.

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Remarks:

Each of the five Charles River entities is also a reporting person. Because the SEC's filing system

The Amended Form 3 amends the Form 3 filed July 18, 2007 (the "Initial Form 3"), which did

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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