

A10 Networks, Inc.
Form 4
March 28, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Summit Partners Growth Equity Fund VIII-A, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
A10 Networks, Inc. [ATEN]

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/26/2014		C		9,427,846	A	<u>(1)</u> 9,427,846 <u>(2)</u>

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series D Redeemable Convertible Preferred Stock	(1)	03/26/2014		C	80,000	(1)	(3)	Common Stock	9,427,842

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Summit Partners Growth Equity Fund VIII-A, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
Summit Partners Growth Equity Fund VIII-B, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
Summit Investors I, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
Summit Investors I (UK), L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		

Signatures

Summit Partners Growth Equity Fund VIII-A, L.P., by Summit Partners GE VII, L.P., its GP, by Summit Partners GE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 03/28/2014

**Signature of Reporting Person Date

Summit Partners Growth Equity Fund VIII-B, L.P., by Summit Partners GE VII, L.P., its GP, by Summit Partners GE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 03/28/2014

**Signature of Reporting Person Date

Summit Investors I, LLC, by Summit Investors Management, LLC, its Manager, by Summit Partners, L.P., its Managing Member, by Summit Master Company, LLC, its general partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member 03/28/2014

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__Signature of Reporting Person

Date

Summit Investors I (UK), L.P., by Summit Investors Management, LLC, its General Partner,
by Summit Partners, L.P., its Managing Member, by Summit Master Company, its General
Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member

03/28/2014

__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).

In connection with the closing of A10 Networks, Inc.'s (the "Issuer") initial public offering of common stock on March 26, 2014, each share of Series D Redeemable Convertible Preferred Stock automatically converted into shares of common stock at a conversion ratio of 117.8481-to-one. Prior to the conversion, each share of Series D Redeemable Convertible Preferred Stock was convertible without payment of further consideration.
- (1) The common stock is held as follows: 6,873,136 in the name of Summit Partners Growth Equity Fund VIII-A, L.P.; 2,510,989 in the name of Summit Partners Growth Equity Fund VIII-B, L.P., 40,186 in the name of Summit Investors I, LLC; and 3,535 in the name of Summit Investors I (UK), L.P.
- (2) The Series D Redeemable Convertible Preferred Stock had no expiration date.
- (3)

Remarks:

The entities mentioned in Footnote 2 are collectively referred to as the "Summit Entities." Each of the Summit Entities disclaim

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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