

OOMA INC
Form 4
July 22, 2015

FORM 4

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

OMB APPROVAL

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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 *
Worldview Equity I, L.L.C.

(Last) (First) (Middle)

101 S. ELLSWORTH AVENUE, SUITE 401

(Street)

SAN MATEO, CA 94401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OOMA INC [OOMA]

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2015

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/22/2015		C		37,574	A	\$ 0 38,480	I	By Worldview Strategic Partners IV, L.P. ⁽¹⁾
Common Stock	07/22/2015		C		2,523	A	\$ 0 41,003	I	By Worldview Strategic Partners IV, L.P. ⁽¹⁾
Common Stock	07/22/2015		C		1,313	A	\$ 0 42,316	I	By Worldview

Common Stock	07/22/2015	C	827,294	A	\$ 0	847,294	I	Strategic Partners IV, L.P. ⁽¹⁾ By Worldview Technology International IV, L.P. ⁽²⁾
Common Stock	07/22/2015	C	55,550	A	\$ 0	902,844	I	By Worldview Technology International IV, L.P. ⁽²⁾
Common Stock	07/22/2015	C	28,935	A	\$ 0	931,779	I	By Worldview Technology International IV, L.P. ⁽²⁾
Common Stock	07/22/2015	C	5,092,260	A	\$ 0	5,215,376	I	By Worldview Technology Partners IV, L.P. ⁽³⁾
Common Stock	07/22/2015	C	341,927	A	\$ 0	5,557,303	I	By Worldview Technology Partners IV, L.P. ⁽³⁾
Common Stock	07/22/2015	C	178,112	A	\$ 0	5,735,415	I	By Worldview Technology Partners IV, L.P. ⁽³⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security	(Instr. 3, 4, and 5)						Title	Amount Number Shares	
	Code	V	(A)	(D)	Date Exercisable	Expiration Date			
Series Alpha Convertible Preferred Stock	(4)		07/22/2015	C	37,574	(4)	(4)	Common Stock	37,574
Series Alpha-1 Convertible Preferred Stock	(5)		07/22/2015	C	2,523	(5)	(5)	Common Stock	2,523
Series Beta Convertible Preferred Stock	(6)		07/22/2015	C	604	(6)	(6)	Common Stock	1,311
Series Alpha Convertible Preferred Stock	(4)		07/22/2015	C	827,294	(4)	(4)	Common Stock	827,294
Series Alpha-1 Convertible Preferred Stock	(5)		07/22/2015	C	55,550	(5)	(5)	Common Stock	55,550
Series Beta Convertible Preferred Stock	(6)		07/22/2015	C	13,306	(6)	(6)	Common Stock	28,900
Series Alpha Convertible Preferred Stock	(4)		07/22/2015	C	5,092,260	(4)	(4)	Common Stock	5,092,260
Series Alpha-1 Convertible Preferred Stock	(5)		07/22/2015	C	341,927	(5)	(5)	Common Stock	341,927
Series Beta Convertible Preferred Stock	(6)		07/22/2015	C	81,904	(6)	(6)	Common Stock	178,100

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/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Strategic Partners IV, L.P.	07/22/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology International IV, L.P.	07/22/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology Partners IV, L.P.	07/22/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P.	07/22/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Michael Orsak	07/22/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Susumu Tanaka	07/22/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for James Wei	07/22/2015
__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).

(1) Shares held directly by Worldview Strategic Partners IV, L.P. ("Strategic IV"). Worldview Capital IV, L.P., the general partner of Strategic IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by Strategic IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by Strategic IV. Such persons and entities disclaim beneficial ownership of shares held by Strategic IV, except to the extent of any pecuniary interest therein.

(2) Shares held directly by Worldview Technology International IV, L.P. ("International IV"). Worldview Capital IV, L.P., the general partner of International IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by International IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by International IV. Such persons and entities disclaim beneficial ownership of shares held by International IV, except to the extent of any pecuniary interest therein.

(3) Shares held directly by Worldview Technology Partners IV, L.P. ("Technology IV"). Worldview Capital IV, L.P., the general partner of Technology IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by Technology IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by Technology IV. Such persons and entities disclaim beneficial ownership of shares held by Technology IV, except to the extent of any pecuniary interest therein.

(4) The Series Alpha Convertible Preferred Stock converted into the issuer's common stock on a one-for-one basis upon the closing of the issuer's initial public offering. The Series Alpha Convertible Stock had no expiration date.

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- (5) The Series Alpha-1 Convertible Preferred Stock converted into the issuer's common stock on a one-for-one basis upon the closing of the issuer's initial public offering. The Series Alpha-1 Convertible Preferred Stock had no expiration date.

Each share of Series Beta convertible preferred stock converted into that number of the issuer's common stock equal to the ratio of

- (6) \$21.2028 divided by \$9.75 upon the closing of the issuer's initial public offering. The Series Beta Convertible Stock had no expiration date.

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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