

Lightspeed Venture Partners VII, L.P.

Form 4

August 24, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lightspeed Venture Partners VII,
L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
AEROHIVE NETWORKS, INC
[HIVE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2018

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

2200 SAND HILL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common
Stock

08/22/2018

J⁽¹⁾

628,270

D

(1)

5,026,167

I

By
Lightspeed
Venture
Partners
VII, L.P. ⁽²⁾
⁽³⁾

Common
Stock

08/22/2018

J⁽¹⁾

130,679

A

(1)

130,679

I

By
Lightspeed
General
Partner VII,
L.P. ⁽²⁾ ⁽⁴⁾

08/22/2018

J⁽⁵⁾

130,679

D

(5)

0

I

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Common Stock									By Lightspeed General Partner VII, L.P. ⁽²⁾ ⁽⁴⁾
Common Stock	08/22/2018	J ⁽⁵⁾	19,146	A	<u>(5)</u>	71,635	I		By Barry Eggers Revocable Trust dtd 6/4/2008 ⁽⁶⁾
Common Stock	08/22/2018	J ⁽⁵⁾	19,564	A	<u>(5)</u>	73,199	D ⁽⁷⁾		
Common Stock	08/22/2018	J ⁽⁵⁾	19,146	A	<u>(5)</u>	71,635	D ⁽⁸⁾		
Common Stock						10,192	I		By Lightspeed Venture Partners VIII, L.P. ⁽⁹⁾

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)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Lightspeed Venture Partners VII, L.P.

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Lightspeed General Partner VII, L.P.

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Lightspeed Ultimate General Partner VII, Ltd.

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

LIGHTSPEED VENTURE PARTNERS VIII LP

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Lightspeed General Partner VIII, L.P.

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Lightspeed Ultimate General Partner VIII, Ltd.

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Eggers Barry

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Mhatre Ravi

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Nieh Peter

2200 SAND HILL ROAD

MENLO PARK, CA 94025

X

Signatures

LIGHTSPEED VENTURE PARTNERS VII, L.P. By: Lightspeed General Partner VII, L.P.,

its general partner By: Lightspeed Ultimate General Partner VII, Ltd., its general partner By:

/s/ Christopher J. Schaepe Duly Authorized Signatory

08/24/2018

__Signature of Reporting Person

Date

LIGHTSPEED GENERAL PARTNER VII, L.P. By: Lightspeed Ultimate General Partner

VII, Ltd., its general partner By: /s/ Christopher J. Schaepe Duly Authorized Signatory

08/24/2018

__Signature of Reporting Person

Date

LIGHTSPEED ULTIMATE GENERAL PARTNER VII, LTD. By: /s/ Christopher J.

Schaepe Duly Authorized Signatory

08/24/2018

__Signature of Reporting Person

Date

LIGHTSPEED VENTURE PARTNERS VIII, L.P. By: Lightspeed General Partner VIII,

L.P., its general partner By: Lightspeed Ultimate General Partner VIII, Ltd., its general partner

By: /s/ Christopher J. Schaepe Duly Authorized Signatory

08/24/2018

__Signature of Reporting Person

Date

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LIGHTSPEED GENERAL PARTNER VIII, L.P. By: Lightspeed Ultimate General Partner VIII, Ltd., its general partner By: /s/ Christopher J. Schaepe Duly Authorized Signatory	08/24/2018
__Signature of Reporting Person	Date
LIGHTSPEED ULTIMATE GENERAL PARTNER VIII, LTD. By: /s/ Christopher J. Schaepe Duly Authorized Signatory	08/24/2018
__Signature of Reporting Person	Date
/s/ Barry Eggers	08/24/2018
__Signature of Reporting Person	Date
/s/ Ravi Mhatre	08/24/2018
__Signature of Reporting Person	Date
/s/ Peter Nieh	08/24/2018
__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) Represents in-kind distribution by Lightspeed VII without consideration to its partners (including LGP VII, the general partner of Lightspeed VII).

Lightspeed Ultimate General Partner VII, Ltd. is the sole general partner of Lightspeed General Partner VII, L.P. ("LGP VII"), which is the sole general partner of Lightspeed Venture Partners VII, L.P. ("Lightspeed VII"). The individual directors of Lightspeed Ultimate
- (2) General Partner VII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein. Mr. Schaepe is a director of the Issuer and files Section 16 reports separately.
- (3) The shares are held of record by Lightspeed VII.
- (4) The shares are held of record by LGP VII.
- (5) Represents in-kind distribution by LGP VII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- (6) The shares are held of record by Barry Eggers Revocable Trust dtd 6/4/2008, for which Barry Eggers serves as trustee.
- (7) The shares are held of record by Ravi Mhatre.
- (8) The shares are held of records by Peter Y. Nieh.

Lightspeed Ultimate General Partner VIII, Ltd. is the sole general partner of Lightspeed General Partner VIII, L.P. ("LGP VIII"), which is the sole general partner of Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII"). The individual directors of Lightspeed Ultimate
- (9) General Partner VIII, Ltd. are Christopher J. Schaepe, Barry Eggers, Ravi Mhatre and Peter Nieh. Messrs. Schaepe, Eggers, Mhatre, and Nieh disclaim their beneficial ownership of the shares except to the extent of their pecuniary interest therein. Mr. Schaepe is a director of the Issuer and files Section 16 reports separately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.