

OOMA INC
Form 4
July 22, 2015

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 *
Worldview Equity I, L.L.C.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 S. ELLSWORTH AVENUE, SUITE 401
(Street)

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

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

SAN MATEO, CA 94401

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

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

(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 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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 |

Preferred
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Worldview Equity I, L.L.C. 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| WORLDVIEW STRATEGIC PARTNERS IV LP 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P. 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| WORLDVIEW TECHNOLOGY PARTNERS IV LP 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| Worldview Capital IV, L.P. 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| Orsak Michael 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| Tanaka Susumu 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | | X | | |
| WEI JAMES 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | X | X | | |

Signatures

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C.

07/22/2015

__Signature of Reporting Person

Date

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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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