

FRISBIE RICHARD D
Form 4
March 29, 2012

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 *
Battery Ventures VIII lp

(Last) (First) (Middle)

930 WINTER STREET, SUITE
2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ExactTarget, Inc. [ET]

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2012

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/27/2012 | | C | | 6,715,124 (2) | A | (1) 6,735,124 (2) | I | See footnote (8) |
| Common Stock | 03/27/2012 | | C | | 2,169,980 (2) | A | (4) 8,905,104 (2) | I | See footnote (9) |
| Common Stock | 03/27/2012 | | C | | 903,108 (2) | A | (6) 9,808,212 (2) | I | See footnote (10) |

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.

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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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|------------------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series D Convertible Preferred Stock | (1) | 03/27/2012 | | C | | 3,357,562 (2) | (1) | (1) | Common Stock | 6,715, (2) |
| Series E Convertible Preferred Stock | (4) | 03/27/2012 | | C | | 1,084,990 (2) | (4) | (4) | Common Stock | 2,169, (2) |
| Series G Convertible Preferred Stock | (6) | 03/27/2012 | | C | | 451,554 (2) | (6) | (6) | Common Stock | 903,1 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Battery Ventures VIII Ip 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | | X | | |
| BATTERY VENTURES VIII SIDE FUND LP 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Battery Management, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451 | | X | | |
| | | X | | |

Battery Partners VIII, LLC
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

CROTTY THOMAS J
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

Agrawal Neeraj
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

DHALIWAL SUNIL
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

FRISBIE RICHARD D
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

LAWLER KENNETH P
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

Lee Roger H
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures VIII, L.P. 03/29/2012

 **Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures VIII Side Fund, L.P. 03/29/2012

 **Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact on behalf of Battery Management, LLC 03/29/2012

 **Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Batter Partners VIII, LLC 03/29/2012

 **Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Thomas J. Crotty 03/29/2012

 **Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Neeraj Agrawal 03/29/2012

 **Signature of Reporting Person

Date

| | |
|--|------------|
| /s/ Christopher Schiavo, acting as attorney-in-fact for Sunil Dhaliwal | 03/29/2012 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo, acting as attorney-in-fact for Richard D. Frisbie | 03/29/2012 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo, acting as attorney-in-fact for Kenneth P. Lawler | 03/29/2012 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo, acting as attorney-in-fact for Roger H. Lee | 03/29/2012 |
| __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) The Series D Convertible Preferred Stock automatically converted into Common Stock on a 2-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

The shares reported in column 7 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P. and 3,357,562 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (4) The Series E Convertible Preferred Stock automatically converted into Common Stock on a 2-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

The shares reported in column 7 include 1,084,990 owned of record by Battery Ventures VIII Side Fund, L.P. and 1,084,990 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (6) The Series G Convertible Preferred Stock automatically converted into Common Stock on a 2-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

The shares reported in column 7 include 451,554 owned of record by Battery Ventures VIII Side Fund, L.P. and 451,554 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (8) The shares reported in column 7 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P., 3,357,562 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.
- (9)

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The shares reported in column 7 include 4,442,552 owned of record by Battery Ventures VIII Side Fund, L.P., 4,442,552 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

(10) The shares reported in column 7 include 4,894,106 owned of record by Battery Ventures VIII Side Fund, L.P., 4,894,106 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to the

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.