

UNIVERSAL TECHNICAL INSTITUTE INC
Form DEFA14A
January 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240-14a-12

UNIVERSAL TECHNICAL INSTITUTE, INC.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

est 2007 Direct Associates L.P., By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest 2007 Direct Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest Partners 2007 Direct Fund L.P., By: HarbourVest 2007 Direct Associates L.P., its GP; By: HarbourVest 2007 Direct Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest Partners, LLC, By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest VIII-Venture Associates L.P., By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest VIII-Venture Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest Partners VIII-Venture Fund, L.P., By: HarbourVest VIII-Venture Associates L.P., its GP; By: HarbourVest VIII-Venture Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HarbourVest/NYSTRS Co-Invest Fund L.P.: By: HIPEP VI Select Associates L.P., its GP; By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HIPEP VI Select Associates L.P., By: HIPEP VI Select Associates LLC, its GP; By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**Signature of Reporting Person Date

HIPEP VI Select Associates LLC, By: HarbourVest Partners, LLC, its Managing Member; By: /s/ Danielle Green, Chief Compliance Officer 08/04/2016**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) These securities are owned solely by HarbourVest Partners VIII-Venture Fund, L.P. ("HV Ventures"). HarbourVest Partners, LLC is the managing member of HarbourVest VIII-Venture Associates LLC, which is the general partner of HarbourVest VIII-Venture Associates L.P., which is the general partner of HV Ventures. Each of HarbourVest Partners, LLC, HarbourVest VIII-Venture Associates LLC and HarbourVest VIII-Venture Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Ventures and each disclaims beneficial ownership of the securities held by HV Ventures, except to the extent of its pecuniary interest which is subject to indeterminable future events.

(2) Each of HV Co-Invest (as defined below), HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Direct (as defined below), HarbourVest 2007 Direct Associates LLC, HarbourVest 2007 Direct Associates L.P., HV9 (as defined below), HarbourVest

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IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P., disclaims beneficial ownership of the securities held by HV Ventures and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.

- (3) These securities are owned solely by HarbourVest/NYSTRS Co-Invest Fund L.P. ("HV Co-Invest"). HarbourVest Partners, LLC is the managing member of HIPEP VI Select Associates LLC, which is the general partner of HIPEP VI Select Associates L.P., which is the general partner of HV Co-Invest. Each of HarbourVest Partners, LLC, HIPEP VI Select Associates LLC and HIPEP VI Select Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Co-Invest and each disclaims beneficial ownership of the securities held by HV Co-Invest, except to the extent of its pecuniary interest which is subject to indeterminable future events.

- (4) Each of HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV Direct, HarbourVest 2007 Direct Associates LLC, HarbourVest 2007 Direct Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P. disclaims beneficial ownership of the securities held by HV Co-Invest and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.

- (5) These securities are owned solely by HarbourVest Partners 2007 Direct Fund L.P. ("HV Direct"). HarbourVest Partners, LLC is the managing member of HarbourVest 2007 Direct Associates LLC, which is the general partner of HarbourVest 2007 Direct Associates L.P., which is the general partner of HV Direct. Each of HarbourVest Partners, LLC, HarbourVest 2007 Direct Associates LLC and HarbourVest 2007 Direct Associates L.P. may be deemed to have a beneficial interest in the securities held by HV Direct and each disclaims beneficial ownership of the securities held by HV Direct, except to the extent of its pecuniary interest which is subject to indeterminable future events.

- (6) Each of HV Co-Invest, HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV9 (as defined below), HarbourVest IX-Venture Associates LLC, and HarbourVest IX-Venture Associates L.P. disclaims beneficial ownership of the securities held by HV Direct and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.

- (7) The securities are owned solely by HarbourVest Partners IX-Venture Fund L.P. ("HV9"). HarbourVest Partners LLC which is the Managing Member of HarbourVest IX-Venture Associates LLC, which is the general partner of HarbourVest IX-Venture Associates L.P. which is the general partner of HarbourVest Partners IX-Venture Fund L.P. may be deemed to have a beneficial interest in the securities held by HV9 and each disclaims beneficial ownership of the securities held by HV Direct, except to the extent of its pecuniary interest which is subject to indeterminable future events.

- (8) Each of HV Co-Invest, HIPEP VI Select Associates LLC, HIPEP VI Select Associates L.P., HV Ventures, HarbourVest VIII-Venture Associates LLC, HarbourVest VIII-Venture Associates L.P., HV Direct, HarbourVest 2007 Direct Associates LLC and HarbourVest 2007 Direct Associates L.P. disclaims beneficial ownership of the securities held by HV9 and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act or for any other purpose.

- (9) Shares received from Spark Capital III (AIV I) L.P. in-kind stock distribution on 8/2/16.

Remarks:

Form 1 of 2

The reporting persons beneficially own less than 10% of the Issuer's Class A Common Stock, which is the class of equity security.

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.