

CVENT INC
Form 4
December 01, 2016

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

OMB APPROVAL

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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 *
Aggarwal Rajeev K.

(Last) (First) (Middle)

C/O CVENT INC, 1765
GREENSBORO STATION
PLACE, 7TH FLOOR

(Street)

TYSONS CORNER, VA 22102

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 | 11/17/2016 | | G | V 1,331,975 D \$ 0 (1) 0 | I | See Footnote (2) | |
| Common Stock | 11/17/2016 | | G | V 1,331,975 A \$ 0 (1) 2,467,546 | I | See Footnote (3) | |
| Common Stock | 11/22/2016 | | G | V 332,994 D \$ 0 (4) 2,134,552 | I | See Footnote (3) | |
| Common | 11/22/2016 | | G | V 332,994 D \$ 0 1,801,558 | I | See | |

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| | | | | | | | | | |
|--------------|------------|--|--------------------------|-------------------------------------|---|---------------------------|-----------|---|-------------------------------|
| Stock | | | | | | <u>(5)</u> | | | Footnote <u>(3)</u> |
| Common Stock | 11/22/2016 | | G V | 332,994 | D | <u>\$ 0</u> <u>(6)</u> | 1,468,564 | I | See Footnote <u>(3)</u> |
| Common Stock | 11/22/2016 | | G V | 332,993 | D | <u>\$ 0</u> <u>(7)</u> | 1,135,571 | I | See Footnote <u>(3)</u> |
| Common Stock | 11/29/2016 | | <u>J</u> ⁽⁸⁾ | 229,167 | D | \$ 36 | 1,758,861 | D | |
| Common Stock | 11/29/2016 | | D | <u>1,758,861</u> <u>(9) (10)</u> | D | <u>(10)</u> | 0 | D | |
| Common Stock | 11/29/2016 | | <u>J</u> ⁽¹¹⁾ | 229,167 | D | \$ 36 | 906,404 | I | See Footnote <u>(3)</u> |
| Common Stock | 11/29/2016 | | D | 906,404 | D | <u>(12)</u> | 0 | I | See Footnote <u>(3)</u> |

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 27.84 | 11/29/2016 | | D | 150,115 | <u>(13)</u> 12/31/2024 | Common Stock 150,11 |
| Employee Stock Option (Right to Buy) | \$ 21.73 | 11/29/2016 | | D | 173,148 | <u>(13)</u> 04/06/2026 | Common Stock 173,14 |

Buy)

Employee

Stock

Option

\$ 32.43

11/29/2016

D

51,912

(13)

10/15/2025

Common
Stock

51,912

(Right to

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Aggarwal Rajeev K. C/O CVENT INC 1765 GREENSBORO STATION PLACE, 7TH FLOOR TYSONS CORNER, VA 22102 | X | | Chief Executive Officer | |

Signatures

/s/ Lawrence Samuelson,

Attorney-in-Fact

12/01/2016

**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 shares were transferred via a bona fide gift transaction by the Reggie Aggarwal Grantor Retained Annuity Trust (2011) to the Reggie and Dharini Aggarwal Family Trust (2011), for which the Reggie Aggarwal Grantor Retained Annuity Trust (2011) did not receive any value or consideration.

(2) The shares were held directly by the Reggie Aggarwal Grantor Retained Annuity Trust (2011), for which the Reporting Person serves as trustee.

(3) The shares are held directly by the Reggie and Dharini Aggarwal Family Trust (2011), for which the Reporting Person is not a trustee. The Reporting Person disclaims beneficial ownership of the shares held by said Trust, and this report should not be deemed an admission that the Reporting Person was the beneficial owner of said Trust's shares for purposes of Section 16 or for any other purpose.

(4) These shares were transferred via a bona fide gift transaction by the Reggie and Dharini Aggarwal Family Trust (2011) to the Anya Aggarwal Family Trust (2016), for which the Reggie and Dharini Aggarwal Family Trust (2011) did not receive any value or consideration.

(5) These shares were transferred via a bona fide gift transaction by the Reggie and Dharini Aggarwal Family Trust (2011) to the Kavya Aggarwal Family Trust (2016), for which the Reggie and Dharini Aggarwal Family Trust (2011) did not receive any value or consideration.

(6) These shares were transferred via a bona fide gift transaction by the Reggie and Dharini Aggarwal Family Trust (2011) to the Rohan Veer Aggarwal Family Trust (2016), for which the Reggie and Dharini Aggarwal Family Trust (2011) did not receive any value or consideration.

(7) These shares were transferred via a bona fide gift transaction by the Reggie and Dharini Aggarwal Family Trust (2011) to the Reggie and Dharini Aggarwal Family Trust (2016), for which the Reggie and Dharini Aggarwal Family Trust (2011) did not receive any value or consideration.

(8) Pursuant to a Rollover Contribution Agreement ("Rollover Contribution Agreement"), by and between Papay Holdco, LLC ("Parent") and the Reporting Person, the Reporting Person contributed these shares common stock to Parent in exchange for a number of Parent's limited partnership interests calculated pursuant to the Rollover Contribution Agreement, effective as of the Effective Time (as defined in the Merger Agreement), at a value of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

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- Includes 147,612 unvested Restricted Stock Units ("Unvested RSUs"). Pursuant to that certain Agreement and Plan of Merger, dated April 17, 2016, between the Issuer, Parent and Papay Merger Sub, Inc. (the "Merger Agreement"), of these Unvested RSUs, (x) the Unvested RSUs that were scheduled to vest before April 1, 2017 were cancelled in the merger in exchange for a cash payment of \$36.00 per unit; (y) the Unvested RSUs that were scheduled to vest between April 1, 2017 and December 31, 2017 will vest pursuant to their existing vesting schedules and will be entitled to receive a cash payment of \$36.00 per unit on their applicable vesting dates; and (z) the Unvested RSUs that were schedule to vest on or after January 1, 2018 will vest on January 1, 2018 and will receive a cash payment of \$36.00 per unit on such date. These transactions were exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (9)
- The common stock was disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (10)
- Pursuant to a Rollover Contribution Agreement, by and between Parent and the Reggie and Dharini Aggarwal Family Trust (2011), the Reggie and Dharini Aggarwal Family Trust (2011) contributed these shares of common stock to Parent in exchange for a number of Parent's limited partnership interests calculated pursuant to the Rollover Contribution Agreement, effective as of the Effective Time, at a value of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (11)
- Disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (12)
- Pursuant to the Merger Agreement, this employee stock option was cancelled in exchange for a cash amount equal to the difference between \$36.00 per share and the exercise price per share of the option, less applicable withholding taxes. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.
- (13)

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.