

LIFELOCK, INC.
Form 4
October 11, 2012

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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
LIFELOCK, INC. [LOCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/09-04:00/2012

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

NEW YORK, NY 10282

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	10/09-04:00/2012		C		8,113,428	A	(3)
					8,113,428	I	

See footnotes (1) (2) (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)

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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(1) GS Group may be deemed to beneficially own indirectly 8,113,428 shares of common stock, par value \$0.001 per share (the "Common Stock") of LifeLock Inc. (the "Company") (a portion of which is subject to possible repurchase by the Company, as described in the S-1, defined below) by reason of the direct beneficial ownership of such shares by Goldman Sachs.

(2) Each share of Series C preferred stock and Series D preferred stock automatically converted into one share of Common Stock immediately prior to the closing of the initial public offering of the Company's Common Stock (the "IPO"). As described in the Company's registration statement filed with the U.S. Securities and Exchange Commission on October 3, 2012 (the "S-1"), the Series E-2 preferred stock, par value \$0.001 per share (the "Series E-2 Preferred Stock") automatically converted into a number of shares of Common Stock that depended in part on the IPO price of the Common Stock. Based on an IPO price of \$9.00 per share, as set forth on the cover page of the S-1, Goldman Sachs received an aggregate of 3,400,249 shares of Common Stock from the conversion of the Series E-2 Preferred Stock (a portion of which is subject to possible repurchase by the Company, as described in the S-1).

(3) Goldman Sachs held 571,240 warrants (the "Warrants") to purchase shares of Series E-2 Preferred Stock prior to the closing of the IPO. The Warrants terminated automatically upon the closing of the IPO.

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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