

CRESCENDO IV LP
Form 4
May 02, 2012

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 *
Crescendo Ventures IV, LLC

(Last) (First) (Middle)

C/O CRESCENDO
VENTURES, 600 HANSEN WAY

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2012

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 | 04/30/2012 | | C | | 102,855 | A | <u>(1)</u> 452,653 | I | By Crescendo Holdings IV, LLC <u>(2)</u> |
| Common Stock | 04/30/2012 | | C | | 11,914 | A | <u>(1)</u> 110,324 | I | By Crescendo IV AG & Co. Beteiligungs KG <u>(3)</u> |
| Common Stock | 04/30/2012 | | C | | 118,011 | A | <u>(1)</u> 194,255 | I | By Crescendo IV Coinvestment Fund, LLC <u>(4)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|---------|-----------|---|--|
| Common Stock | 04/30/2012 | | C | 4,043 | A | Ⓐ | 10,616 | I | By Crescendo IV Entrepreneur Fund A, L.P. <u>(5)</u> |
| Common Stock | 04/30/2012 | | C | 9,885 | A | Ⓐ | 26,153 | I | By Crescendo IV Entrepreneur Fund, L.P. <u>(6)</u> |
| Common Stock | 04/30/2012 | | C | 652,086 | A | Ⓐ | 2,634,846 | I | By Crescendo IV, L.P. <u>(7)</u> |
| Common Stock | 04/30/2012 | | S | 15,049 | D | \$ 8.37 | 437,604 | I | By Crescendo Holdings IV, LLC <u>(2)</u> |
| Common Stock | 04/30/2012 | | S | 3,668 | D | \$ 8.37 | 106,656 | I | By Crescendo IV AG & Co. Beteiligungs KG <u>(3)</u> |
| Common Stock | 04/30/2012 | | S | 6,453 | D | \$ 8.37 | 187,802 | I | By Crescendo IV Coinvestment Fund, LLC <u>(4)</u> |
| Common Stock | 04/30/2012 | | S | 353 | D | \$ 8.37 | 10,263 | I | By Crescendo IV Entrepreneur Fund A, L.P. <u>(5)</u> |
| Common Stock | 04/30/2012 | | S | 869 | D | \$ 8.37 | 25,284 | I | By Crescendo IV Entrepreneur Fund, L.P. <u>(6)</u> |
| Common Stock | 04/30/2012 | | S | 87,635 | D | \$ 8.37 | 2,547,211 | I | By Crescendo IV, L.P. <u>(7)</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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|----|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|----|

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| Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------|-----|------------|---|-----------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Series G2 Preferred Stock | (1) | 04/30/2012 | C | 21,810 | (1) | (1) | Common Stock | 21,810 |
| Series G2 Preferred Stock | (1) | 04/30/2012 | C | 4,217 | (1) | (1) | Common Stock | 4,217 |
| Series G2 Preferred Stock | (1) | 04/30/2012 | C | 40,879 | (1) | (1) | Common Stock | 40,879 |
| Series G2 Preferred Stock | (1) | 04/30/2012 | C | 1,431 | (1) | (1) | Common Stock | 1,431 |
| Series G2 Preferred Stock | (1) | 04/30/2012 | C | 3,499 | (1) | (1) | Common Stock | 3,499 |
| Series G2 Preferred Stock | (1) | 04/30/2012 | C | 231,701 | (1) | (1) | Common Stock | 231,701 |
| Series H2 Preferred Stock | (1) | 04/30/2012 | C | 81,045 | (1) | (1) | Common Stock | 81,045 |
| Series H2 Preferred Stock | (1) | 04/30/2012 | C | 7,697 | (1) | (1) | Common Stock | 7,697 |
| Series H2 Preferred Stock | (1) | 04/30/2012 | C | 77,132 | (1) | (1) | Common Stock | 77,132 |
| Series H2 Preferred Stock | (1) | 04/30/2012 | C | 2,612 | (1) | (1) | Common Stock | 2,612 |
| | (1) | 04/30/2012 | C | 6,386 | (1) | (1) | | 6,386 |

| | | | | | | | | | |
|---------------------------------|-----|------------|---|---------|-----|-----|--|-----------------|---------|
| Series H2 Preferred Stock | | | | | | | | Common Stock | |
| Series H2 Preferred Stock | (1) | 04/30/2012 | C | 420,385 | (1) | (1) | | Common Stock | 420,385 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Crescendo Ventures IV, LLC C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| Crescendo German Investments IV, LLC C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| Crescendo IV Coinvestment Fund, LLC C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| Crescendo IV AG & Co. Beteiligungs KG C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| CRESCENDO IV LP C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| Crescendo Holdings IV, LLC C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| CRESCENDO IV ENTREPRENEURS FUND A LP C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |
| Crescendo IV Entrepreneurs Fund, LP C/O CRESCENDO VENTURES 600 HANSEN WAY PALO ALTO, CA 94304 | | X | | |

Signatures

| | |
|---|------------|
| /s/ R. David Spreng, Managing Member | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member of Crescendo German Investments IV, LLC, its General Partner | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member of Crescendo Ventures IV, LLC, its General Partner | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member of Crescendo Ventures IV, LLC, its Manager | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member of Crescendo Ventures IV, LLC, its General Partner | 04/30/2012 |
| __Signature of Reporting Person | Date |
| /s/ R. David Spreng, Managing Member of Crescendo Ventures IV, LLC, its General Partner | 04/30/2012 |
| __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 G2 and H2 Preferred Stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering, on a one-for-one basis and had no expiration date.
 - Consists of shares owned by Crescendo Holdings. Crescendo Ventures, as the Manager of Crescendo Holdings, may be deemed to
 - (2) beneficially own the shares owned by Crescendo Holdings. Mr Spreng and Crescendo Ventures disclaim beneficial ownership of the shares owned by Crescendo Holdings except to the extent of his or its pecuniary interest therein.
 - Consists of shares owned by Crescendo KG. Crescendo GI, as the Managing Partner of Crescendo KG, may be deemed to beneficially
 - (3) own the shares owned by Crescendo KG. Mr Spreng and Crescendo GI disclaim beneficial ownership of the shares owned by Crescendo KG except to the extent of his or its pecuniary interest therein.
 - Consists of shares owned by Crescendo Coinvestment. Mr Spreng as the Managing Member of Crescendo Coinvestment, may be deemed
 - (4) to beneficially own the shares owned by Crescendo Coinvestment. Mr Spreng disclaims beneficial ownership of the shares owned by Crescendo Coinvestment except to the extent of his or its pecuniary interest therein.
 - Consists of shares owned by Crescendo EFA. Crescendo Ventures, as the General Partner of Crescendo EFA, may be deemed to
 - (5) beneficially own the shares owned by Crescendo EFA. Mr Spreng and Crescendo Ventures disclaim beneficial ownership of the shares owned by Crescendo EFA except to the extent of his or its pecuniary interest therein.
 - (6) Consists of shares owned by Crescendo EF. Crescendo Ventures, as the General Partner of Crescendo EF, may be deemed to beneficially own the shares owned by Crescendo EF. Mr Spreng and Crescendo Ventures disclaim beneficial ownership of the shares owned by

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Crescendo EF except to the extent of his or its pecuniary interest therein.

- (7) Consists of shares owned by Crescendo IV. Crescendo Ventures, as the General Partner of Crescendo IV, may be deemed to beneficially own the shares owned by Crescendo IV. Mr Spreng and Crescendo Ventures disclaim beneficial ownership of the shares owned by Crescendo IV except to the extent of his or its pecuniary interest therein.

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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