

ENVIVIO INC
Form 4
October 29, 2015

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 *
SPRENG R DAVID

(Last) (First) (Middle)

C/O CRESCENDO
VENTURES, 600 HANSEN WAY,
#100

(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)
10/27/2015

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)

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)
				(A) or (D)	Price		
Common Stock	10/27/2015		D	73,648	\$ 0	D	
Common Stock	10/27/2015		U	437,604	\$ 4.1	I	By Crescendo Holdings IV, LLC ⁽²⁾
Common Stock	10/27/2015		U	106,656	\$ 4.1	I	By Crescendo IV AG & Co. Beteiligungs KG ⁽³⁾
Common Stock	10/27/2015		U	187,802	\$ 0	I	By Crescendo

1. Title of 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
Stock					4.1		IV Coinvestment Fund, LLC ⁽⁴⁾		
Common Stock		10/27/2015		U	10,263	D \$ 4.1 0	I By Crescendo IV Entrepreneur Fund A, L.P. ⁽⁵⁾		
Common Stock		10/27/2015		U	25,284	D \$ 4.1 0	I By Crescendo IV Entrepreneur Fund, L.P. ⁽⁶⁾		
Common Stock		10/27/2015		U	2,547,211	D \$ 4.1 0	I By Crescendo IV, L.P. ⁽⁷⁾		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPRENG R DAVID C/O CRESCENDO VENTURES 600 HANSEN WAY, #100 PALO ALTO, CA 94304	X			

Signatures

/s/ R. David
Spreng

10/29/2015

**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).

Disposed of pursuant to an Agreement and Plan of Merger dated September 10, 2015 (the "Merger Agreement") by and among Ericsson Inc., Cindy Acquisition Corp. ("MergerSub") and Envivio, Inc., for a cash consideration of \$4.10 per share. Pursuant to the Merger

- (1) Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). Includes 28,571 restricted stock units which became fully vested immediately prior to and was cancelled at the effective time of the Merger, in exchange for cash consideration of \$4.10 per share.

- (2) Consists of shares owned by Crescendo Holdings IV, LLC ("Crescendo Holdings"). Crescendo Ventures IV, LLC ("Crescendo Ventures"), as the Manager of Crescendo Holdings, may be deemed to 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.

- (3) Consists of shares owned by Crescendo IV AG & Co., Beteiligungs KG ("Crescendo KG"). Crescendo German Investments IV, LLC ("Crescendo GI"), as the Managing Partner of Crescendo KG, may be deemed to beneficially 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.

- (4) Consists of shares owned by Crescendo IV Coinvestment Fund, LLC ("Crescendo Coinvestment"). Mr Spreng as the Managing Member of Crescendo Coinvestment, may be deemed 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.

- (5) Consists of shares owned by Crescendo IV Entrepreneur Fund A, L.P. ("Crescendo EFA"). Crescendo Ventures, as the General Partner of Crescendo EFA, may be deemed to 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 IV Entrepreneur Fund, L.P. ("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 Crescendo EF except to the extent of his or its pecuniary interest therein.

- (7) Consists of shares owned by Crescendo IV, L.P. ("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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