CVENT INC Form 4 August 18, 2014

FORM 4

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

Check this box

if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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(b).

OMB APPROVAL

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1. Name and Address of Reportin SANDELL SCOTT D	ng Person *	2. Issuer Name and Ticker or Trading Symbol CVENT INC [CVT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	DirectorX 10% Owner			
1954 GREENSPRING DRIVE, SUITE 600		08/14/2014	Officer (give title Delow) Other (specify below)			
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che			
TIMONIUM, MD 21093		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Se	ecuriti	ies Acquired	l, 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)	Code (Instr. 8)	4. Securities and Disposed of (Instr. 3, 4 and	(A) or		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)
Common Stock	08/14/2014		Code V $J_{(1)}$	Amount 1,000,000	(D)	Price \$ 0	4,994,106	I	See Note 2 (2)
Common Stock	08/14/2014		J <u>(3)</u>	10,000	A	\$ 0	10,000	I	See Note 4 (4)
Common Stock	08/14/2014		<u>J(5)</u>	10,000	D	\$0	0	I	See Note 4 (4)
Common Stock	08/14/2014		J <u>(6)</u>	505	A	\$ 0	505	I	See Note 7 (7)
Common Stock	08/14/2014		J <u>(8)</u>	2,641	A	\$ 0	2,641	I	See Note 9 (9)

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Common Stock 08/15/2014 S 2,641 D 26.1924 0 I See Note 9 (9)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDELL SCOTT D 1954 GREENSPRING DRIVE SUITE 600

X

TIMONIUM, MD 21093

Signatures

/s/ Sasha Keough, attorney-in-fact 08/18/2014

**Signature of Reporting Person Dat

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) New Enterprise Associates 13, L.P. ("NEA 13") made a pro rata distribution for no consideration of an aggregate of 1,000,000 shares of Common Stock of the Issuer, to its general partner and its limited partners on August 14, 2014.

(2)

Reporting Owners 2

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The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, L.P. ("NEA Partners 13"). NEA Partners 13 is the sole general partner of NEA 13, which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 13 shares in which the Reporting Person has no pecuniary interest.

- (3) NEA Partners 13 received 10,000 shares of Common Stock of the Issuer in the distribution by NEA 13 on August 14, 2014.
- The Reporting Person is a director of NEA 13 GP, LTD, which is the sole general partner of NEA Partners 13, the director beneficial owner of the shares of Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA Partners 13 shares in which the Reporting Person has no pecuniary interest.
- (5) NEA Partners 13 made a pro rata distribution for no consideration of an aggregate of 10,000 shares of Common Stock of the Issuer to its limited partners on August 14, 2014.
- (6) Rising River Partners, L.P. received 505 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.
- The shares are directly held by Rising River Partners, L.P. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by Rising River Partners, L.P. in which the Reporting Person has no pecuniary interest.
- (8) New Enterprise Associates, LLC ("NEA LLC") received 2,641 shares of Common Stock of the Issuer in the distribution by NEA Partners 13 on August 14, 2014.
- The Reporting Person is a member of the Board of Directors of NEA LLC, which is the direct beneficial owner of the shares. The

 (9) Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA LLC in which the Reporting Person has no pecuniary interest.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.98 to \$26.34, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (10) to this Form 4.

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.