AEROHIVE NETWORKS, INC
Form 4
April 03, 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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENG FENG

(Last) (First) (Middle)

SUITE 1701, HUTCHISON HOUSE, 10 HARCOURT ROAD, CENTRAL

(Street)

HONG KONG, K3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AEROHIVE NETWORKS, INC [HIVE]

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	04/02/2014		C		5,928,379	A	(1) (2)	5,928,379	I	See footnote (3)
Common Stock	04/02/2014		C		1,302,003	A	(1) (4)	1,302,003	I	See footnote (5)
Common Stock	04/02/2014		C		651,000	A	(1) (6)	651,000	I	See footnote (7)

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

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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 or Number of Shares
Series A Preferred Stock	(1)	04/02/2014		C			2,168,410	(1)	(1)	Common Stock	2,168,41
Series A Preferred Stock	(1)	04/02/2014		C			476,231	(1)	(1)	Common Stock	476,231
Series A Preferred Stock	(1)	04/02/2014		C			238,115	(1)	(1)	Common Stock	238,115
Series B Preferred Stock	(2)	04/02/2014		C			1,176,862	(2)	(2)	Common Stock	1,321,38
Series B Preferred Stock	(4)	04/02/2014		C			258,465	(4)	(4)	Common Stock	290,204
Series B Preferred Stock	(6)	04/02/2014		C			129,232	(6)	(6)	Common Stock	145,101
Series C Preferred Stock	(1)	04/02/2014		C			2,066,353	(1)	(1)	Common Stock	2,066,35
Series C Preferred Stock	(1)	04/02/2014		C			453,817	(1)	(1)	Common Stock	453,817
Series C Preferred Stock	(1)	04/02/2014		C			226,908	(1)	(1)	Common Stock	226,908
Series D Preferred	(1)	04/02/2014		C			338,143	(1)	(1)	Common Stock	338,143

Stock								
Series D Preferred Stock	(1)	04/02/2014	C	74,264	(1)	(1)	Common Stock	74,264
Series D Preferred Stock	(1)	04/02/2014	C	37,132	(1)	(1)	Common Stock	37,132
Series E Preferred Stock	(1)	04/02/2014	C	34,093	(1)	(1)	Common Stock	34,093
Series E Preferred Stock	(1)	04/02/2014	C	7,487	(1)	(1)	Common Stock	7,487
Series E Preferred Stock	(1)	04/02/2014	C	3,744	(1)	(1)	Common Stock	3,744

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENG FENG SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3	X	X		

Signatures

/s/ Jeffrey D. Lee, by power of Attorney for Feng Deng	04/03/2014
**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 A Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

(2) 1,176,862 shares of Series B Preferred Stock automatically converted into 1,321,380 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

(3) Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLVF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd., may be deemed to share voting and dispositive power over the shares held by NLVF. The Reporting Person disclaims beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

(4) 258,465 shares of Series B Preferred Stock automatically converted into 290,204 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

(5) Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLSF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. The Reporting Person disclaims beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

(6) 129,232 shares of Series B Preferred Stock automatically converted into 145,101 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

(7) Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLPF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. The Reporting Person disclaims beneficial ownership of shares held by NLPF, except to the extent of any 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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