### AEROHIVE NETWORKS, INC

Form 4

December 03, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Liu Changming

2. Issuer Name and Ticker or Trading

Symbol

AEROHIVE NETWORKS, INC [HIVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

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

12/01/2015

X\_ Director 10% Owner Other (specify Officer (give title below)

C/O AEROHIVE NETWORKS. INC., 330 GIBRALTAR DRIVE

(State)

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

I

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94089

(City)

1.Title of Security	2. Transaction Date (Month/Day/Year)	
(Instr. 3)	, ,	any (Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

Price

Securities Beneficially (D) or Owned (Instr. 4) Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

Common 12/01/2015 Stock

Code V Amount (D) 2.585 F D (1)

\$  $165,472 \stackrel{(2)}{=}$ 6.11

Transaction(s)

(Instr. 3 and 4)

See footnote (3)

Common Stock

1,189,400

400,000

See I

Common Stock

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

**SEC 1474** (9-02)

footnote (4)

### Edgar Filing: AEROHIVE NETWORKS, INC - Form 4

#### displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Date		Number		
					<del></del>				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Director Other

Liu Changming C/O AEROHIVE NETWORKS, INC. 330 GIBRALTAR DRIVE SUNNYVALE, CA 94089

X

# **Signatures**

/s/ Steve Debenham, by power of attorney

12/03/2015

\*\*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).
- In an exempt disposition to the Issuer under rule 16b-3(e), the Issuer withheld shares otherwise to be delivered to the Reporting Person in (1) connection with the satisfaction of tax withholding obligations arising out of the vesting of previously reported restricted stock units, or RSUs.
- (2) Includes 5,000 shares acquired on December 1, 2015 under the Aerohive Networks 2014 Employee Stock Purchase Plan.
- (3) The shares are held by the Liu-Wei Trust created March 27, 2000, for which the Reporting Person serves as trustee.
- The shares are held by the Liu/Wei 2012 Irrevocable Descendants' Trust dated December 19, 2012, for which the Reporting Person's spouse serves as trustee.

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.

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