

MORGAN STANLEY DEAN WITTER VENTURE INVESTORS IV LP
 Form 3
 October 02, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| MORGAN STANLEY | | (Month/Day/Year) | Constant Contact, Inc. [CTCT] | |
| (Last) | (First) | (Middle) | 10/02/2007 | |
| 1585 BROADWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10036 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 223,637 (2) | D (1) (3) | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

| | | | | Shares | | (I) (Instr. 5) | |
|---|-------|-------|--------------|---------------|--------|-------------------|---|
| Series A Redeemable Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 382,353 (5) | \$ (4) | D (1) (3) | Â |
| Series B Redeemable Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 2,752,997 (6) | \$ (4) | D (1) (3) | Â |
| Series C Redeemable Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 272,532 (7) | \$ (4) | D (1) (3) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MORGAN STANLEY 1585 BROADWAY NEW YORK, NY 10036 | Â | Â X | Â | Â |
| MORGAN STANLEY DEAN WITTER VENTURE INVESTORS IV LP 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020 | Â | Â X | Â | Â |
| MORGAN STANLEY DEAN WITTER VENTURE OFFSHORE INVESTOR IV LP 1585 BROADWAY NEW YORK, NY 10036 | Â | Â X | Â | Â |
| MORGAN STANLEY DEAN WITTER VENTURE PARTNERS IV L P 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020 | Â | Â X | Â | Â |

Signatures

/s/ Chris O'Dell 10/02/2007
 **Signature of Date
 Reporting Person

/s/ Debra Abramovitz 10/02/2007
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Please see attached Joint Filer Information. The Reporting Person is filing solely in its capacity as parent of an indirect beneficial owner of securities held by one of its business units.
- (2) Consists of 193,621 shares held directly by Morgan Stanley Dean Witter Venture Partners IV, L.P. ("MSVP IV, LP"), 22,463 shares held directly by Morgan Stanley Dean Witter Venture Investors IV, L.P. ("MSVI IV, LP") and 7,553 shares held directly by Morgan Stanley

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Dean Witter Venture Offshore Investors IV, L.P. ("MSVOI IV, LP" and, together with MSVP IV, LP and MSVI IV, LP, the "Partnerships"). MSDW Venture Partners IV, LLC (the "General Partner") is the general partner of each of the Partnerships. MSDW Venture Partners IV, Inc. (the "Member") is the managing member of the General Partner and a wholly-owned subsidiary of Morgan Stanley. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

- (3) Except for MSDW Venture Partners IV, LLC, MSDW Venture Partners IV, Inc. and Morgan Stanley who hold the securities indirectly through the Partnerships.
- (4) Each share of Redeemable Convertible Preferred Stock represented herein is immediately convertible, and will automatically convert upon the closing of the Issuer's initial public offering, into 1.3 shares of Common Stock, and has no expiration date.
Consists of 331,033 shares held directly by MSVP IV, LP, 38,405 shares held directly by MSVI IV, LP and 12,915 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
- (6) Consists of 2,383,484 shares held directly by MSVP IV, LP, 276,523 shares held directly by MSVI IV, LP and 92,990 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.
- (7) Consists of 235,953 shares held directly by MSVP IV, LP, 27,374 shares held directly by MSVI IV, LP and 9,205 shares held directly by MSVOI IV, LP. The Reporting Person, the Member and the General Partner each disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein.

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Remarks:

Chris O'Dell is signing as authorized signatory for Morgan Stanley.

Debra Abramovitz is signing as Executive Director of MSDW Venture Partners IV, Inc., managing member of the Partnerships, for each of these entities.

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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