

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 *
GILHULY EDWARD A

(Last) (First) (Middle)

**C/O SAGEVIEW CAPITAL
L.P., 245 LYTTON AVE, SUITE
250**

(Street)

PALO ALTO, CA 94301

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/27/2015		D		28,571	D	0
Common Stock	10/27/2015		U		50,577	D	\$ 4.1 0
Common Stock	10/27/2015		U		2,582,900	D	\$ 4.1 0

By Sageview Capital L.P. (2)

By Sageview Capital Master L.P. (3)

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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. 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
GILHULY EDWARD A C/O SAGEVIEW CAPITAL L.P. 245 LYTTON AVE, SUITE 250 PALO ALTO, CA 94301	X			

Signatures

/s/ Edward A. Gilhuly 10/28/2015

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).

- (1) 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. Pursuant to the Merger Agreement, Merger Sub merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). Consists of 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) The Reporting Person is a managing and control person of Sageview Capital LP ("Sageview Capital"), the adviser to Sageview Capital Master, L.P. ("Sageview Master"). These shares were issued to Mr. Gilhuly as part of the annual retainer for his board service. Pursuant to the terms of his arrangement with Sageview Capital and certain related entities, the right to receive such shares was transferred to

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Sageview Capital. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

- (3) The Reporting Person is a managing member and controlling person of Sageview Capital MGP ("Sageview MGP"), LLC, which ultimately controls the general partner of Sageview Master. As a managing member of Sageview MGP, the Reporting Person may be deemed to share voting and dispositive power over the securities held by this fund. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities by Mr. Gilhuly for purposes of Section 16 or for any other purposes.

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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