

OOMA INC
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND
(d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Ooma, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

683416101

(CUSIP Number)

January 13, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Contained on Page 14

1 NAME OF REPORTING PERSONS

1 Worldview Technology Partners IV, L.P. ("Tech IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

<p>5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</p>	<p>SOLE VOTING POWER 2,935,884 shares; except that Worldview Capital IV, L.P. ("DGP IV"), the general partner of Tech IV, may be deemed to have sole power to vote these shares, except that Worldview Equity I, L.L.C. (the "UGP"), the general partner of DGP IV, may be deemed to have sole power to vote these shares, and James Wei ("Wei"), Michael Orsak ("Orsak") and Susumu Tanaka ("Tanaka"), the members of the UGP, may be deemed to have shared power to vote these shares.</p> <p>6 SHARED VOTING POWER See response to row 5.</p> <p>SOLE DISPOSITIVE POWER 2,935,884 shares; except that DGP IV, the general partner of Tech IV, may be deemed to have sole power to dispose of these shares, except that the UGP, the general partner of DGP IV, may be deemed to have sole power to dispose of these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to dispose of these shares.</p> <p>8 SHARED DISPOSITIVE POWER See response to row 7.</p>	<p>9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,935,884</p> <p>10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/></p> <p>11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 16.3%</p> <p>12 TYPE OF REPORTING PERSON PN</p>
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1 NAME OF REPORTING PERSONS

1 Worldview Technology International IV, L.P. (“Intl IV”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 476,965 shares; except that DGP IV, the general partner of Intl IV, may be deemed to have sole power to vote these shares, except that the UGP, the general partner of DGP IV, may be deemed to have sole power to vote these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

7 476,965 shares; except that DGP IV, the general partner of Intl IV, may be deemed to have sole power to dispose of these shares, except that the UGP, the general partner of DGP IV, may be deemed to have sole power to dispose of these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 476,965

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.7%

12 TYPE OF REPORTING PERSON PN

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1 NAME OF REPORTING PERSONS

1 Worldview Strategic Partners IV, L.P. ("Strat IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 sole power to vote these shares, except that the UGP, the general partner of DGP IV, may be deemed to have sole power to vote these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

7 21,661 shares; except that DGP IV, the general partner of Strat IV, may be deemed to have sole power to dispose of these shares, except that the UGP, the general partner of DGP IV, may be deemed to have sole power to dispose of these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21,661

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%

12 TYPE OF REPORTING PERSON PN

1 NAME OF REPORTING PERSONS

1 Worldview Capital IV, L.P. ("DGP IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV, the general partner of each of Tech IV, Intl IV and Strat IV, may be deemed to have sole power to vote these shares, and the UGP, the general partner of DGP IV, may be deemed to have sole power to vote these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV, the general partner of each of Tech IV, Intl IV and Strat IV, may be deemed to have sole power to dispose of these shares, the UGP, the general partner of DGP IV, may be deemed to have sole power to dispose of these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,434,510

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.1%

12 TYPE OF REPORTING PERSON PN

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1 NAME OF REPORTING PERSONS

1 Worldview Equity I, L.L.C. (the "UGP")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV, the general partner of each of Tech IV, Intl IV and Strat IV, may be deemed to have sole power to vote these shares, and the UGP, the general partner of DGP IV, may be deemed to have sole power to vote these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER

6 See response to row 5.

SOLE DISPOSITIVE POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV, the general partner of each of Tech IV, Intl IV and Strat IV, may be deemed to have sole power to dispose of these shares, the UGP, the general partner of DGP IV, may be deemed to have sole power to dispose of these shares, and Wei, Orsak and Tanaka, the members of the UGP, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

8 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,434,510

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.1%

12 TYPE OF REPORTING PERSON OO

1 NAME OF REPORTING PERSONS

1 James Wei ("Wei")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Canadian Citizen

5 SOLE VOTING POWER

47,948 shares.

NUMBER OF SHARED VOTING POWER

SHARES 3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly BENEFICIALLY 6 owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV is the general partner OWNED BY EACH of each of Tech IV, Intl IV and Strat IV, and the UGP is the general partner of DGP IV. Wei, REPORTING a member of the UGP, may be deemed to have shared power to vote these shares.

PERSON 7 SOLE DISPOSITIVE POWER

WITH 47,948 shares.

SHARED DISPOSITIVE POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV is the general partner 8 of each of Tech IV, Intl IV and Strat IV, and the UGP is the general partner of DGP IV. Wei, a member of the UGP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,482,458

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.4%

12 TYPE OF REPORTING PERSON IN

1 NAME OF REPORTING PERSONS

1 Michael Orsak ("Orsak")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 U.S. Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF SHARED VOTING POWER

SHARES 3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly
 BENEFICIALLY 6 owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV is the general partner
 OWNED BY EACH of each of Tech IV, Intl IV and Strat IV, and the UGP is the general partner of DGP
 REPORTING IV. Orsak, a member of the UGP, may be deemed to have shared power to vote these shares.

PERSON WITH 7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly
 owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV is the general partner
 of each of Tech IV, Intl IV and Strat IV, and the UGP is the general partner of DGP
 IV. Orsak, a member of the UGP, may be deemed to have shared power to dispose of these
 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,434,510

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.1%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 683416101 13 G Page 9 of 17

1 NAME OF REPORTING PERSONS

1 Susumu Tanaka (“Tanaka”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Japanese Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF SHARED VOTING POWER

SHARES 3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV is the general partner of each of Tech IV, Intl IV and Strat IV, and the UGP is the general partner of DGP IV. Tanaka, a member of the UGP, may be deemed to have shared power to vote these shares.

BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER

0 shares.

REPORTING PERSON WITH SHARED DISPOSITIVE POWER

3,434,510 shares, of which 2,935,884 are directly owned by Tech IV, 476,965 are directly owned by Intl IV, and 21,661 are directly owned by Strat IV. DGP IV is the general partner of each of Tech IV, Intl IV and Strat IV, and the UGP is the general partner of DGP IV. Tanaka, a member of the UGP, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,434,510
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	19.1%
12 TYPE OF REPORTING PERSON	IN

CUSIP NO. 683416101 13 G Page 10 of 17

ITEM 1(A). NAME OF ISSUER:

Ooma, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1880 Embarcadero Road

Palo Alto, CA 94303

ITEM 2(A). NAME OF PERSONS FILING:

This statement is filed by each of Worldview Technology Partners IV, L.P., a Delaware limited partnership ("Tech IV"), Worldview Technology International IV, L.P., a Delaware limited partnership ("Intl IV"), Worldview Strategic Partners IV, L.P., a Delaware limited partnership ("Strat IV"), Worldview Capital IV, L.P., a Delaware limited partnership ("DGP IV") and the general partner of each of Tech IV, Intl IV and Strat IV, Worldview Equity I, L.L.C., a Delaware limited liability company (the "UGP") and the general partner of DGP IV, and James Wei ("Wei"), Michael Orsak ("Orsak") and Susumu Tanaka ("Tanaka"), the members of the UGP. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

DPG IV is the general partner of each of Tech IV, Strat IV and Intl IV and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by Tech IV, Strat IV and Intl IV. The UGP, the general partner of DGP IV, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by each of Tech IV, Strat IV and Intl IV. Wei, Orsak and Tanaka are the members of the UGP and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by Tech IV, Strat IV and Intl IV.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

Worldview Technology Partners
99 S. Almaden Blvd, 6th Floor
San Jose, CA 95113

ITEM 2(C) CITIZENSHIP:

Tech IV, Strat IV, Intl IV and DGP IV are Delaware limited partnerships. The UGP is a Delaware limited liability company. Wei is a Canadian citizen. Orsak is a United States citizen. Tanaka is a Japanese citizen.

ITEM 2(D) AND ITEM 2(E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER:

Common Stock, \$0.0001 par value

CUSIP # 683416101

CUSIP NO. 683416101 13 G Page 11 of 17

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Under certain circumstances set forth in the limited partnership agreements of each of Tech IV, Strat IV, Intl IV and DGP IV and the limited liability company agreement of the UGP, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a general partner, limited partner, or member.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:
7.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2017

WORLDVIEW EQUITY I, L.L.C.

JAMES wEI

Worldview Capital IV, L.P.

mICHAEL oRSAK

By: Worldview Equity I, L.L.C., its General Partner

WORLDVIEW TECHNOLOGY PARTNERS IV,
L.P.

sUSUMU tANAKA

By: Worldview Capital IV, L.P., its General Partner

By: Worldview Equity I, L.L.C., its General Partner

WORLDVIEW TECHNOLOGY
INTERNATIONAL IV, L.P.

By: Worldview Capital IV, L.P., its General Partner

By: Worldview Equity I, L.L.C., its General Partner

WORLDVIEW STRATEGIC PARTNERS IV, L.P.

By: Worldview Capital IV, L.P., its General Partner

By: Worldview Equity I, L.L.C., its General Partner

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By: /s/ James N. Strawbridge

James N. Strawbridge, Attorney-In-Fact for the
above-listed entities*

By: /s/ James N. Strawbridge

James N. Strawbridge, Attorney-In-Fact for the
above-listed individuals*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	15
Exhibit B: Power of Attorney	16

exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Ooma, Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

exhibit B

Power of Attorney

James N. Strawbridge has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.