

OOMA INC
Form 4
March 24, 2017

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 *
Worldview Equity I, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
OOMA INC [OOMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
99 ALMADEN BLVD, 6TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2017

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

SAN JOSE, CA 95113

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

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/22/2017		S	59 D	\$ 9,7171 (1) 849	I	By Worldview Strategic Partners IV, L.P. (2)
Common Stock	03/22/2017		S	1,313 D	\$ 9,7171 (1) 18,689	I	By Worldview Technology International IV, L.P. (3)
Common Stock	03/22/2017		S	8,080 D	\$ 9,7171 115,037	I	By Worldview

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					(1)				Technology Partners IV, L.P. (4)
Common Stock	03/23/2017	S	677	D	\$ 9.7695 (5)	172	I		By Worldview Strategic Partners IV, L.P. (2)
Common Stock	03/23/2017	S	14,912	D	\$ 9.7695 (5)	3,777	I		By Worldview Technology International IV, L.P. (3)
Common Stock	03/23/2017	S	91,790	D	\$ 9.7695 (5)	23,247	I		By Worldview Technology Partners IV, L.P. (4)
Common Stock	03/24/2017	S	172	D	\$ 9.792 (6)	0	I		By Worldview Strategic Partners IV, L.P. (2)
Common Stock	03/24/2017	S	3,777	D	\$ 9.792 (6)	0	I		By Worldview Technology International IV, L.P. (3)
Common Stock	03/24/2017	S	23,247	D	\$ 9.792 (6)	0	I		By Worldview Technology Partners IV, L.P. (4)

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 displays a currently valid OMB control number.

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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	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	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 Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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Worldview Equity I, L.L.C.
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

WORLDVIEW TECHNOLOGY PARTNERS IV LP
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

WORLDVIEW STRATEGIC PARTNERS IV LP
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Orsak Michael
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P.
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Tanaka Susumu
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Worldview Capital IV, L.P.
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Signatures

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C	03/24/2017
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology Partners IV, L.P.	03/24/2017
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Strategic Partners IV, L.P.	03/24/2017
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Michael Orsak	03/24/2017
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology International IV, L.P.	03/24/2017
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Susumu Tanaka	03/24/2017
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P.	03/24/2017
__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.70 to \$9.75, inclusive. The reporting person undertakes to provide Ooma, Inc., any security holder of Ooma, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (2) Shares held directly by Worldview Strategic Partners IV, L.P. ("Strategic IV"). Worldview Capital IV, L.P., the general partner of Strategic IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by Strategic IV. James Wei and Susumu Tanaka are members of Worldview Equity I, L.L.C., Mike Orsak is the managing member of Worldview Equity I, L.L.C. and they may be deemed to share voting and dispositive power over the shares held by Strategic IV. Such persons and entities disclaim beneficial ownership of shares held by Strategic IV, except to the extent of any pecuniary interest therein.
 - (3) Shares held directly by Worldview Technology International IV, L.P. ("International IV"). Worldview Capital IV, L.P., the general partner of International IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by International IV. James Wei and Susumu Tanaka are members of Worldview Equity I, L.L.C., Mike Orsak is the managing member of Worldview Equity I, L.L.C. and they may be deemed to share voting and dispositive power over to share voting and dispositive power over the shares held by International IV. Such persons and entities disclaim beneficial ownership of shares held by International IV, except to the extent of any pecuniary interest therein.
 - (4) Shares held directly by Worldview Technology Partners IV, L.P. ("Technology IV"). Worldview Capital IV, L.P., the general partner of Technology IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole

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voting and dispositive power over the shares held by Technology IV. James Wei and Susumu Tanaka are members of Worldview Equity I, L.L.C., Mike Orsak is the managing member of Worldview Equity I, L.L.C. and they may be deemed to share voting and dispositive power over to share voting and dispositive power over the shares held by Technology IV. Such persons and entities disclaim beneficial ownership of shares held by Technology IV, except to the extent of any pecuniary interest therein.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.70 to \$9.90, inclusive. The reporting person undertakes to provide Ooma, Inc., any security holder of Ooma, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.70 to \$9.95, inclusive. The reporting person undertakes to provide Ooma, Inc., any security holder of Ooma, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

This report is one of two reports, each on a separate on Form 4 but relating to the same transaction, being filed separately by W

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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