

AEROHIVE NETWORKS, INC
 Form 4
 April 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
DENG FENG

(Last) (First) (Middle)

SUITE 1701, HUTCHISON HOUSE, 10 HARCOURT ROAD, CENTRAL

(Street)

HONG KONG, K3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AEROHIVE NETWORKS, INC [HIVE]

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2014

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 | 04/02/2014 | | C | | 5,928,379 | A | <u>(1)</u> <u>(2)</u> 5,928,379 | I | See footnote <u>(3)</u> |
| Common Stock | 04/02/2014 | | C | | 1,302,003 | A | <u>(1)</u> <u>(4)</u> 1,302,003 | I | See footnote <u>(5)</u> |
| Common Stock | 04/02/2014 | | C | | 651,000 | A | <u>(1)</u> <u>(6)</u> 651,000 | I | See footnote <u>(7)</u> |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | (1) | 04/02/2014 | | C | 2,168,410 | (1) | (1) | Common Stock | 2,168,410 |
| Series A Preferred Stock | (1) | 04/02/2014 | | C | 476,231 | (1) | (1) | Common Stock | 476,231 |
| Series A Preferred Stock | (1) | 04/02/2014 | | C | 238,115 | (1) | (1) | Common Stock | 238,115 |
| Series B Preferred Stock | (2) | 04/02/2014 | | C | 1,176,862 | (2) | (2) | Common Stock | 1,321,380 |
| Series B Preferred Stock | (4) | 04/02/2014 | | C | 258,465 | (4) | (4) | Common Stock | 290,204 |
| Series B Preferred Stock | (6) | 04/02/2014 | | C | 129,232 | (6) | (6) | Common Stock | 145,101 |
| Series C Preferred Stock | (1) | 04/02/2014 | | C | 2,066,353 | (1) | (1) | Common Stock | 2,066,353 |
| Series C Preferred Stock | (1) | 04/02/2014 | | C | 453,817 | (1) | (1) | Common Stock | 453,817 |
| Series C Preferred Stock | (1) | 04/02/2014 | | C | 226,908 | (1) | (1) | Common Stock | 226,908 |
| Series D Preferred | (1) | 04/02/2014 | | C | 338,143 | (1) | (1) | Common Stock | 338,143 |

Stock

| | | | | | | | | |
|--------------------------|-----|------------|---|--------|-----|-----|--------------|--------|
| Series D Preferred Stock | (1) | 04/02/2014 | C | 74,264 | (1) | (1) | Common Stock | 74,264 |
| Series D Preferred Stock | (1) | 04/02/2014 | C | 37,132 | (1) | (1) | Common Stock | 37,132 |
| Series E Preferred Stock | (1) | 04/02/2014 | C | 34,093 | (1) | (1) | Common Stock | 34,093 |
| Series E Preferred Stock | (1) | 04/02/2014 | C | 7,487 | (1) | (1) | Common Stock | 7,487 |
| Series E Preferred Stock | (1) | 04/02/2014 | C | 3,744 | (1) | (1) | Common Stock | 3,744 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DENG FENG SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3 | X | X | | |

Signatures

/s/ Jeffrey D. Lee, by power of Attorney for Feng Deng

04/03/2014

__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 Series A Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

(2) 1,176,862 shares of Series B Preferred Stock automatically converted into 1,321,380 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

(3) Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLVF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd., may be deemed to share voting and dispositive power over the shares held by NLVF. The Reporting Person disclaims beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

(4) 258,465 shares of Series B Preferred Stock automatically converted into 290,204 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

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Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

(5) dispositive power over the shares held by NLSF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. The Reporting Person disclaims beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

(6) 129,232 shares of Series B Preferred Stock automatically converted into 145,101 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

(7) dispositive power over the shares held by NLPF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. The Reporting Person disclaims beneficial ownership of shares held by NLPF, except to the extent of any pecuniary interest therein.

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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