

CVENT INC
Form SC 13G/A
February 09, 2016

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

CVENT, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

23247G109

(CUSIP Number)

December 31, 2015

(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 the 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).

CUSIP No. 23247G109 13G Page 2 of 12 Pages

	NAME OF REPORTING PERSON
1	Insight Venture Partners VII, L.P.
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A GROUP*
2	(a)
	(b)
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
	SOLE VOTING POWER
5	
NUMBER OF	1,203,389
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON	1,203,389
WITH:	SHARED DISPOSITIVE POWER
	8
	0
	AGGREGATE AMOUNT
9	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	1,203,389
	CHECK BOX IF THE
10	AGGREGATE AMOUNT IN ROW
	(9) EXCLUDES CERTAIN
	SHARES*
	N/A
	PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN
	ROW 9
	2.9%

TYPE OF REPORTING PERSON*

12

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

2

CUSIP No. 23247G109 13G Page 3 of 12 Pages

	NAME OF REPORTING PERSON
1	Insight Venture Partners (Cayman) VII, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	(a) (b)
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF ORGANIZATION
4	Cayman Islands
	SOLE VOTING POWER
5	
NUMBER OF	529,759
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON	529,759
WITH:	SHARED DISPOSITIVE POWER
	8
	0
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY
9	EACH REPORTING PERSON
	529,759
	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
10	(9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.3%

TYPE OF REPORTING PERSON*

12

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

3

CUSIP No. 23247G109 13G Page 4 of 12 Pages

NAME OF REPORTING PERSON

1
 Insight Venture Partners VII
 (Co-Investors), L.P.
 CHECK THE APPROPRIATE BOX
 IF A MEMBER OF A GROUP*

2
 (a)
 (b)

SEC USE ONLY

3
 4
 CITIZENSHIP OR PLACE OF
 ORGANIZATION

Cayman Islands
 SOLE VOTING POWER

5
 NUMBER OF 27,852
 SHARES SHARED VOTING POWER
 BENEFICIALLY 6
 OWNED BY 0
 EACH SOLE DISPOSITIVE POWER
 REPORTING 7
 PERSON 27,852
 WITH: SHARED DISPOSITIVE POWER

8
 0
 9
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY
 EACH REPORTING PERSON

27,852
 CHECK BOX IF THE
 AGGREGATE AMOUNT IN ROW
 (9) EXCLUDES CERTAIN
 10
 SHARES*

11
 N/A
 PERCENT OF CLASS
 REPRESENTED BY AMOUNT IN
 ROW 9

0.1%

TYPE OF REPORTING PERSON*

12

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

4

CUSIP No. 23247G109 13G Page 5 of 12 Pages

	NAME OF REPORTING PERSON
1	Insight Venture Partners (Delaware) VII, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
2	(a) (b)
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
NUMBER OF	76,118
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	0
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON	76,118
WITH:	SHARED DISPOSITIVE POWER
8	
	0
	AGGREGATE AMOUNT
	BENEFICIALLY OWNED BY
9	EACH REPORTING PERSON
	76,118
	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
10	(9) EXCLUDES CERTAIN SHARES*
	N/A
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

TYPE OF REPORTING PERSON*

12

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

5

CUSIP No. 23247G109 13G Page 6 of 12 Pages

	NAME OF REPORTING PERSON
1	
	Insight Venture Associates VII, L.P.
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A GROUP*
2	(a)
	(b)
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
	SOLE VOTING POWER
5	
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	1,837,118
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
8	
	1,837,118
	AGGREGATE AMOUNT
9	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	1,837,118
10	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(9) EXCLUDES CERTAIN
	SHARES*
	N/A
	PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN
	ROW 9
	4.4%

TYPE OF REPORTING PERSON*

12

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP No. 23247G109 13G Page 7 of 12 Pages

1	NAME OF REPORTING PERSON
	Insight Venture Associates VII, Ltd.
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A GROUP*
2	(a)
	(b)
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
	SOLE VOTING POWER
	5
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	1,837,118
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
	8
	1,837,118
	AGGREGATE AMOUNT
9	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	1,837,118
10	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
	(9) EXCLUDES CERTAIN
	SHARES*
	N/A
	PERCENT OF CLASS
11	REPRESENTED BY AMOUNT IN
	ROW 9
	4.4%

TYPE OF REPORTING PERSON*

12

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

7

CUSIP No. 23247G109 13G Page 8 of 12 Pages

	NAME OF REPORTING PERSON
1	Insight Holdings Group, LLC
	CHECK THE APPROPRIATE BOX
	IF A MEMBER OF A GROUP*
2	(a)
	(b)
	SEC USE ONLY
3	
	CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Delaware
	SOLE VOTING POWER
5	
NUMBER OF	0
SHARES	SHARED VOTING POWER
BENEFICIALLY	6
OWNED BY	1,837,118
EACH	SOLE DISPOSITIVE POWER
REPORTING	7
PERSON	0
WITH:	SHARED DISPOSITIVE POWER
	8
	1,837,118
	AGGREGATE AMOUNT
9	BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	1,837,118
	CHECK BOX IF THE
	AGGREGATE AMOUNT IN ROW
10	(9) EXCLUDES CERTAIN
	SHARES*
	N/A
	PERCENT OF CLASS
	REPRESENTED BY AMOUNT IN
11	ROW 9
	4.4%

TYPE OF REPORTING PERSON*

12

OO

*SEE INSTRUCTION BEFORE FILLING OUT!

8

This Amendment No. 2 to Schedule 13G (this "Amendment") is being filed with respect to the Common Stock, par value \$0.001 per share (the "Common Stock"), of Cvent, Inc. (the "Issuer"), to amend the Schedule 13G filed on February 12, 2014 (as amended by this Amendment and Amendment No. 1 to Schedule 13G filed on February 6, 2015, the "Schedule 13G"). This Amendment is being filed to report that none of the Reporting Persons beneficially own more than 5% of the Common Stock. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Schedule 13G.

Item 4: Ownership:

Item 4 is hereby amended and restated as follows:

Insight Venture Partners VII, L.P.

- (a) Amount beneficially owned: 1,203,389
- (b) Percent of class: 2.9%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 1,203,389
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 1,203,389
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners (Cayman) VII, L.P.

- (a) Amount beneficially owned: 529,759
- (b) Percent of class: 1.3%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 529,759
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 529,759
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners VII (Co-Investors), L.P.

- (a) Amount beneficially owned: 27,852
- (b) Percent of class: 0.1%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 27,852
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 27,852
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Partners (Delaware) VII, L.P.

- (a) Amount beneficially owned: 76,118
- (b) Percent of class: 0.2%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 76,118
 - (ii) Shared power to vote or direct the vote: 0
 - (iii) Sole power to dispose or direct the disposition: 76,118
 - (iv) Shared power to dispose or direct the disposition: 0

Insight Venture Associates VII, L.P.

- (a) Amount beneficially owned: 1,837,118
- (b) Percent of class: 4.4%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,837,118
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,837,118

Insight Venture Associates VII, Ltd.

- (a) Amount beneficially owned: 1,837,118
- (b) Percent of class: 4.4%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,837,118
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,837,118

Insight Holdings Group, LLC

- (a) Amount beneficially owned: 1,837,118
- (b) Percent of class: 4.4%.*
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 1,837,118
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 1,837,118

* The percentages used in this Schedule 13G, including the cover pages hereto, are calculated based upon the 41,951,799 shares of Common Stock issued and outstanding as of November 3, 2015, as reported in the Company's report on Form 10-Q filed with the U.S. Securities and Exchange Commission on November 4, 2015.

Item 5: Ownership of Five Percent or Less of a Class:

Item 5 is hereby amended and restated as follows:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

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.

INSIGHT VENTURE PARTNERS VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

INSIGHT VENTURE PARTNERS (CAYMAN)
VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

INSIGHT VENTURE PARTNERS (DELAWARE)
VII, L.P.

By: Insight Venture Associates VII, L.P., its general partner

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

INSIGHT VENTURE PARTNERS VII
(CO-INVESTORS), L.P.

By: Insight Venture Associates VII, L.P., its general partner

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

INSIGHT VENTURE ASSOCIATES VII, L.P.

By: Insight Venture Associates VII, Ltd., its general partner

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

INSIGHT VENTURE ASSOCIATES VII, LTD.

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Vice President

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Blair Flicker
Name: Blair Flicker
Title: Authorized Officer

