

ExactTarget, Inc.
Form 4
July 15, 2013

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

2. Issuer Name and Ticker or Trading Symbol
ExactTarget, Inc. [ET]

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
May be part of a 13(g) group

(Street)

PALO ALTO, CA 94301

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X 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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/10/2013		G ⁽¹⁾	V	1,483	D	\$ 0 0	I	Hoag Family Trust U/A Dtd 8/2/94 ⁽²⁾ ⁽³⁾
Common Stock	07/11/2013		U		4,604,339	D	\$ 33.75 0	I	TCV VII, L.P. ⁽²⁾ ⁽⁴⁾
Common Stock	07/11/2013		U		2,391,141	D	\$ 33.75 0	I	TCV VII (A), L.P. ⁽²⁾ ⁽⁵⁾

Common Stock					1,446	I	Hamilton Investments II, Limited Partnership ⁽⁶⁾
Common Stock					1,704	I	Reynolds Family Trust ⁽⁷⁾
Common Stock					99	I	Marshall Carroll 2000 Trust ⁽⁸⁾

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 Beneficially Owned Following Transaction (Instr. 6)
				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
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of a 13(g) group

PALO ALTO, CA 94301		
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
Technology Crossover Management VII, Ltd. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group

Signatures

Frederic D. Fenton, Authorized signatory for Jay C. Hoag	07/15/2013
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Richard H. Kimball	07/15/2013
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John L. Drew	07/15/2013
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	07/15/2013
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Robert W. Trudeau	07/15/2013

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<u>Signature of Reporting Person</u>	Date
Frederic D. Fenton, Authorized signatory for Christopher P. Marshall	07/15/2013
<u>Signature of Reporting Person</u>	Date
Frederic D. Fenton, Authorized signatory for TCV VII, L.P.	07/15/2013
<u>Signature of Reporting Person</u>	Date
Frederic D. Fenton, Authorized signatory for TCV VII (A), L.P.	07/15/2013
<u>Signature of Reporting Person</u>	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, Ltd.	07/15/2013
<u>Signature of Reporting Person</u>	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, L.P.	07/15/2013
<u>Signature of Reporting Person</u>	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) Bona fide gift of shares.
- (2) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by David L. Yuan, John C. Rosenberg, Timothy P. McAdam and TCV Member Fund, L.P. on July 15, 2013.
- Jay C. Hoag is a trustee of the Hoag Family Trust U/A dated 8/2/94 and may be deemed to beneficially own certain securities held by The
- (3) Hoag Family Trust U/A dated 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These securities are directly held by TCV VII, L.P. ("TCV VII"). Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg, and David L. Yuan (collectively, the "Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of
- (4) Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein.
- These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A).
- (5) The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein.
- Mr. Hoag is the general partner of Hamilton Investments II, Limited Partnership and may be deemed to beneficially own certain securities
- (6) held by Hamilton Investments II, Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Mr. Reynolds is a trustee of Reynolds Family Trust and may be deemed to beneficially own certain securities held by Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Mr. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the
- (8) Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.