

TUBEMOGUL INC
Form 3
November 18, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â ADOBE SYSTEMS INC | | | (Month/Day/Year) | | TUBEMOGUL INC [TUBE] | |
| (Last) | (First) | (Middle) | 11/10/2016 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 345 PARK AVENUE | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| SAN JOSE, CA 95110 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| | | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| No securities are beneficially owned <u>(1)</u> <u>(2)</u> | 0 | D <u>(1)</u> <u>(2)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ADOBE SYSTEMS INC 345 PARK AVENUE SAN JOSE, CA 95110 | Â | Â X | Â | Â |
| Tiger Acquisition Corp 345 PARK AVENUE SAN JOSE, CA 95110 | Â | Â X | Â | Â |

Signatures

/s/ Justin Judd Adobe Systems
Incorporated 11/18/2016
**Signature of Reporting Person Date

/s/ Justin Judd Tiger Acquisition
Corporation 11/18/2016
**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each of the Reporting Persons may be deemed to have become a 10% Owner of the Issuer in connection with the entry into certain Tender and Support Agreements dated November 10, 2016 (the "Tender Agreements"), by Adobe Systems Incorporated and Tiger Acquisition Corporation, and each of Brett Wilson, Keith Eadie, Eric Deeds, Ajay Chopra, Ashu Garg, David Toth, Russell Fradin, Jack (1) Lazar, Trinity Ventures X, L.P., Trinity X Entrepreneurs' Fund, L.P., and Trinity X Side-By-Side Fund, L.P. (each, a "Stockholder"), representing an aggregate of 6,888,463 shares of Issuer common stock beneficially owned by the Stockholders. The Tender Agreements were entered into in connection with the Agreement and Plan of Merger, dated November 10, 2016, by and among the Reporting Persons and the Issuer.

The Reporting Persons exercise voting power in limited situations over such shares of Issuer common stock through the grant of an (2) irrevocable proxy by each of the Stockholders in the Tender Agreements. The Reporting Persons have no pecuniary interest in any of such shares of Issuer common stock.

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.