

AEROHIVE NETWORKS, INC
Form SC 13G
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. ____)*

Aerohive Networks, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

007786106
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

<input type="checkbox"/>	Rule 13d-1(b)
<input type="checkbox"/>	Rule 13d-1(c)
<input checked="" type="checkbox"/>	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 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).

(Continued on following pages)

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Exhibit Index on Page 8

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1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers XII, LLC (“KPCB XII”)
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF
 SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH ⁵ 3,539,982 shares, except that KPCB XII Associates, LLC (“Associates”), the managing member of KPCB XII, may be deemed to have sole power to vote these shares.

REPORTING

PERSON

WITH

SHARED VOTING POWER
 6
 See response to row 5.
 SOLE DISPOSITIVE POWER

⁷ 3,539,982 shares, except that Associates, the managing member of KPCB XII, may be deemed to have sole power to dispose of these shares.
 SHARED DISPOSITIVE POWER

8
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,539,982

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 10 ..

EXCLUDES CERTAIN SHARES
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11 7.7%

12TYPE OF REPORTING PERSON

00

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1 NAME OF REPORTING PERSONS KPCB XII Founders Fund, LLC (“KPCB XII Founders”)
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
 (a) (b) x

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4
 Delaware

NUMBER OF
 SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH ⁵ 57,339 shares, except that Associates, the managing member of KPCB XII Founders, may be deemed to have sole power to vote these shares.

REPORTING

PERSON

WITH

SHARED VOTING POWER

6
 See response to row 5.

SOLE DISPOSITIVE POWER

⁷ 57,339 shares, except that Associates, the managing member of KPCB XII, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8
 See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 57,339

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10 EXCLUDES CERTAIN SHARES ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.1%

12TYPE OF REPORTING PERSON

00

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1 NAME OF REPORTING PERSONS KPCB XII Associates, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) (b)

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

NUMBER OF

SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY
EACH

53,597,321 shares, of which 3,539,982 are directly owned by KPCB XII and 57,339 are directly owned by KPCB XII Founders. Associates, the managing member of KPCB XII and KPCB XII Founders, may be deemed to have sole power to vote these shares.

REPORTING

PERSON

WITH

SHARED VOTING POWER

6

See response to row 5.

SOLE DISPOSITIVE POWER

73,597,321 shares, of which 3,539,982 are directly owned by KPCB XII and 57,339 are directly owned by KPCB XII Founders. Associates, the managing member of KPCB XII and KPCB XII Founders, may be deemed to have sole power to dispose of these shares.

SHARED DISPOSITIVE POWER

8

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

3,597,321

REPORTING PERSON

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

10

..

EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.8%

12TYPE OF REPORTING PERSON

00

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ITEM 1(A).

NAME OF ISSUER

Aerohive Networks, Inc. (the "Issuer")

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

330 Gibraltar Drive

Sunnyvale, California 94089

ITEM 2(A).

NAME OF PERSONS FILING

This Schedule is filed by Kleiner Perkins Caufield & Byers XII, LLC, a Delaware limited liability company, KPCB XII Founders Fund, LLC, a Delaware limited liability company, and KPCB XII Associates, LLC, a Delaware limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons."

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

c/o Kleiner Perkins Caufield & Byers

2750 Sand Hill Road

Menlo Park, California 94025

ITEM 2(C).

CITIZENSHIP

See Row 4 of cover page for each Reporting Person.

ITEM 2(D).

TITLE OF CLASS OF SECURITIES

Common Stock, \$0.001 par value per share.

ITEM 2(E).

CUSIP NUMBER

007786106

ITEM 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

ITEM 4.

OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2014:

(a)

Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b)

Percent of Class:

See Row 11 of cover page for each Reporting Person.

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(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company agreements of the Reporting Persons, the members of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a member.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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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.

Date: February 11, 2015

KLEINER
PERKINS
CAUFIELD &
BYERS XII, LLC, a
Delaware limited
liability company

By: KPCB XII
ASSOCIATES,
LLC, a Delaware
limited liability
company, its general
partner

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB XII
FOUNDERS
FUND, LLC, a
Delaware limited
liability company

By: KPCB XII
ASSOCIATES,
LLC, a Delaware
limited liability
company, its general
partner

By: /s/ Paul Vronsky

Paul Vronsky
General Counsel

KPCB XII
ASSOCIATES,
LLC, a Delaware
limited liability
company

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

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EXHIBIT INDEX

Exhibit	Found on	Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	9	

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exhibit A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of the Issuer shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 11, 2015

KLEINER
PERKINS
CAUFIELD &
BYERS XII, LLC, a
Delaware limited
liability company

By: KPCB XII
ASSOCIATES,
LLC, a Delaware
limited liability
company, its general
partner

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB XII
FOUNDERS
FUND, LLC, a
Delaware limited
liability company

By: KPCB XII
ASSOCIATES,
LLC, a Delaware

limited liability
company, its general
partner

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB XII
ASSOCIATES,
LLC, a Delaware
limited liability
company

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel