

EVANS BRUCE R
Form 4
December 03, 2012

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 *
SUMMIT PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
Ubiquiti Networks, Inc. [UBNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
222 BERKELEY STREET, 18TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2012

____ Director
____ Officer (give title below) Other (specify below)
Manager of GP of 10% Owner

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing (Check Applicable Line)
____ Form filed by One Reporting Person
 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 Ownership (Instr. 4)
Common Stock	11/29/2012		S	(A) or (D) Code V Amount Price S 1,000,000 (1) D \$ 11.55	(2) 16,095,543	I	See Remarks.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
Summit Partners PE VII, LLC 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Indirect GP of 10% Owner
Summit Partners PE VII, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				GP of 10% Owner
MANNION MARTIN J C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner
EVANS BRUCE R C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner

Signatures

Summit Partners, L.P., by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member

12/03/2012

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<u>Signature of Reporting Person</u>	Date
Summit Investors Management, LLC, by Summit Partners, L.P., its Managing Member, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member	12/03/2012
<u>Signature of Reporting Person</u>	Date
Summit Partners PE VII, LLC, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Parnter, by Robin W. Devereux, POA for Joseph Trustey, Member	12/03/2012
<u>Signature of Reporting Person</u>	Date
Summit Partners PE VII, L.P., by Summit Partners PE VII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member	12/03/2012
<u>Signature of Reporting Person</u>	Date
Robin W. Devereux, POA for Martin J. Mannion	12/03/2012
<u>Signature of Reporting Person</u>	Date
Robin W. Devereux, POA for Bruce R. Evans	12/03/2012
<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) Represents shares sold by the following entities: 622,797 shares of common stock sold by Summit Partners Private Equity Fund VII-A, L.P., 374,061 shares of common stock sold by Summit Partners Private Equity Fund VII-B, L.P., 2,872 shares of common stock sold by Summit Investors I, LLC and 270 shares of common stock sold by Summit Investors I (UK), L.P.
 - (2) Represents shares held by the following entities: 10,024,240 shares of common stock held by Summit Partners Private Equity Fund VII-A, L.P., 6,020,720 shares of common stock held by Summit Partners Private Equity Fund VII-B, L.P., 46,231 shares of common stock held by Summit Investors I, LLC and 4,352 shares of common stock held by Summit Investors I (UK), L.P.

Remarks:

The entities mentioned in Footnotes 1 and 2 are collectively referred to as the "Summit Entities." Summit Partners, L.P. is (i)

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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