

Ubiquiti Networks, Inc.
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 Private Equity Fund VII-A, L.P.

(Last) (First) (Middle)

222 BERKELEY STREET, 18TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock	11/29/2012		S	V 1,000,000 (1)	D \$ 16,095,543 (2)	D	

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
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Summit Partners Private Equity Fund VII-A, L.P. 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116		X		
Summit Partners Private Equity Fund VII B L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116		X		
Summit Investors I, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
Summit Investors I (UK), L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		

Signatures

Summit Partners Private Equity Fund VII-A, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 12/03/2012

**Signature of Reporting Person Date

Summit Partners Private Equity Fund VII-B, L.P., by Summit Partners PE VII, L.P., its GP, by Summit Partners PE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member 12/03/2012

**Signature of Reporting Person Date

Summit Investors I, LLC, by Summit Investors Management, LLC, its Manager, by Summit Partners, L.P., its Managing Member, 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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__Signature of Reporting Person

Date

Summit Investors I (UK), L.P., by Summit Investors Management, LLC, its General Partner, by Summit Partners, L.P., its Managing Member, by Summit Master Company, its General Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member

12/03/2012

__Signature of Reporting Person

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." Each of the Summit Entities

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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