

OOMA INC
Form 4
July 22, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WEI JAMES

(Last) (First) (Middle)

101 S. ELLSWORTH AVENUE, SUITE 401

(Street)

SAN MATEO, CA 94401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OOMA INC [OOMA]

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/22/2015		C		5,957,128	A	\$ 0
					6,101,150	I	
							By entities associated with Worldview Technology Partners ⁽¹⁾
Common Stock	07/22/2015		C		400,000	A	\$ 0
					6,501,150	I	
							By entities associated with Worldview Technology Partners ⁽¹⁾

Common Stock	07/22/2015		C	208,360	A	\$ 0	6,709,510	I	By entities associated with Worldview Technology Partners ⁽¹⁾
Common Stock							47,948	D	

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

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.

SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series Alpha Convertible Preferred Stock	<u>(2)</u>	07/22/2015		C	5,957,128	<u>(2)</u> <u>(2)</u>	Common Stock 5,957,128
Series Alpha-1 Convertible Preferred Stock	<u>(3)</u>	07/22/2015		C	400,000	<u>(3)</u> <u>(3)</u>	Common Stock 400,000
Series Beta Convertible Preferred Stock	<u>(4)</u>	07/22/2015		C	95,814	<u>(4)</u> <u>(4)</u>	Common Stock 208,360

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	X	X		

Signatures

/s/ James N. Strawbridge, as attorney-in-fact for
James Wei

07/22/2015

__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).

Shares held directly by Worldview Strategic Partners IV, L.P. ("Strategic IV"), Worldview Technology International IV, L.P. ("International IV") and Worldview Technology Partners IV, L.P. ("Technology IV" and, together with Strategic IV and International IV, the "Worldview IV Funds"). Worldview Capital IV, L.P., the general partner of each of the Worldview IV Funds, and Worldview Equity

- (1) I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by the Worldview IV Funds. The Reporting Person, as a managing member of Worldview Equity I, L.L.C., may be deemed to share voting and dispositive power over the shares held by the Worldview IV Funds. The Reporting Person disclaims beneficial ownership of the shares held by the Worldview IV Funds, except to the extent of any pecuniary interest therein.
- (2) The Series Alpha Convertible Preferred Stock converted into the issuer's common stock on a one-for-one basis upon the closing of the issuer's initial public offering. The Series Alpha Convertible Stock had no expiration date.
- (3) The Series Alpha-1 Convertible Preferred Stock converted into the issuer's common stock on a one-for-one basis upon the closing of the issuer's initial public offering. The Series Alpha-1 Convertible Preferred Stock had no expiration date.

- (4) Each share of Series Beta convertible preferred stock converted into that number of the issuer's common stock equal to the ratio of \$21.2028 divided by \$9.75 upon the closing of the issuer's initial public offering. The Series Beta Convertible Stock had no expiration date.

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.