

48th Parallel LLC
Form 4
April 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Partech U.S. Partners IV, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
Five9, Inc. [FIVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
50 CALIFORNIA ST., STE 3200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2014

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

SAN FRANCISCO, CA 94111

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|-----------|---|--------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/03/2014 | | X | | 19,510 | A | \$ 0 | 3,512,801 | D | |
| Common Stock | 04/03/2014 | | S | | 1,818 | D | \$ 7 | 3,510,983 | D | |
| Common Stock | 04/03/2014 | | X | | 3,207 | A | \$ 0 | 678,428 | I | By Partech International Growth Capital I L.L.C. (1) (2) (3) |
| Common Stock | 04/03/2014 | | S | | 300 | D | \$ 7 | 678,128 | I | By Partech International |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------|-----------|---|------------------------------------------------------------------------------------------------------------------------------------------------|
| Common Stock | 04/03/2014 | X | 5,284 | A | \$ 0 | 1,117,617 | I | Growth Capital I L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> By Partech International Growth Capital II L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | S | 493 | D | \$ 7 | 1,117,124 | I | By Partech International Growth Capital II L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | X | 3,207 | A | \$ 0 | 678,430 | I | By Partech International Growth Capital III L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | S | 300 | D | \$ 7 | 678,130 | I | By Partech International Growth Capital III L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | X | 1,305 | A | \$ 0 | 276,225 | I | By AXA Growth Capital II L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | S | 122 | D | \$ 7 | 276,103 | I | By AXA Growth Capital II L.P. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | X | 135 | A | \$ 0 | 24,594 | I | By 45th Parallel L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | S | 14 | D | \$ 7 | 24,580 | I | By 45th Parallel L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 04/03/2014 | X | 135 | A | \$ 0 | 24,594 | I | By Par SF II, L.L.C. <u>(1)</u> <u>(2)</u> |

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|--------------|------------|---|----|---|------|--------|---|-----------------------------------------------|
| Common Stock | 04/03/2014 | S | 14 | D | \$ 7 | 24,580 | I | (3) By Par SF II, L.L.C. (1) (2) (3) |
|--------------|------------|---|----|---|------|--------|---|-----------------------------------------------|

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | | X | 7,804 | 02/28/2008 04/09/2014 ⁽⁴⁾ | Common Stock | 7,804 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | | X | 1,283 | 02/28/2008 04/09/2014 ⁽⁴⁾ | Common Stock | 1,283 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | | X | 2,114 | 02/28/2008 04/09/2014 ⁽⁴⁾ | Common Stock | 2,114 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | | X | 1,283 | 02/28/2008 04/09/2014 ⁽⁴⁾ | Common Stock | 1,283 |

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|-------------------------------------------------|----------|------------|---|--------|------------|---------------------------|-----------------|--------|
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 522 | 02/28/2008 | 04/09/2014 ⁽⁴⁾ | Common Stock | 522 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 54 | 02/28/2008 | 04/09/2014 ⁽⁴⁾ | Common Stock | 54 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 54 | 02/28/2008 | 04/09/2014 ⁽⁴⁾ | Common Stock | 54 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 11,706 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 11,706 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 1,924 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 1,924 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 3,170 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 3,170 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 1,924 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 1,924 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 783 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 783 |
| Warrant (right to buy common stock) | \$ 0.652 | 04/03/2014 | X | 81 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 81 |

stock)

Warrant

(right to

| | | | | | | | | |
|-----|----------|------------|---|----|------------|---------------------------|-----------------|----|
| buy | \$ 0.652 | 04/03/2014 | X | 81 | 07/15/2008 | 04/09/2014 ⁽⁵⁾ | Common Stock | 81 |
|-----|----------|------------|---|----|------------|---------------------------|-----------------|----|

common
stock)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Partech U.S. Partners IV, L.L.C. 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| Partech International Growth Capital I LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| Partech International Growth Capital II LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| Partech International Growth Capital III LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| AXA Growth Capital II LP 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| 45th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| PAR SF II, L.L.C. 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| 46th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| 47th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |
| 48th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111 | | X | | |

Signatures

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Vincent R. Worms, managing member of 47th Parallel, L.L.C., the managing member of the Reporting Person | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of 46th Parallel, L.L.C., the managing member of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of 46th Parallel, L.L.C., the managing member of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of 46th Parallel, L.L.C., the managing member of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of 48th Parallel, L.L.C., the Investment General Partner of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, sole member of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing memembr of the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of 47th Parallel, L.L.C., the Reporting Owner | 04/07/2014 |
| __Signature of Reporting Person | Date |
| /s/ Vincent R. Worms, managing member of the Reporting Owner | 04/07/2014 |
| __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).

Vincent R. Worms is (A) the sole member of Par SF II L.L.C. ("Par SF"), (B) the managing member of 47th Parallel, L.L.C. ("47th Parallel"), which is the managing member of Partech U.S. Partners IV, L.L.C. ("Partech US"), (C) the managing member of 45th Parallel L.L.C. ("45th Parallel"), which is the managing member of 46th Parallel L.L.C. ("46th Parallel"), which is the managing member of Partech International Growth Capital I L.L.C. ("Partech I"), Partech International Growth Capital II L.L.C. ("Partech II") and Partech International Growth Capital III L.L.C. ("Partech III")

(2) (Continued from footnote1) and (D) the managing member of 48th Parallel L.L.C. ("48th Parallel"), which is the investment general partner of AXA Growth Capital II L.P. ("AXA").

Vincent R. Worms may be deemed to have voting control and investment power over the securities held by Par SF, Partech US, 45th Parallel, Partech I, Partech II, Partech III and AXA, but disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

The warrants are exercisable, in whole or in part, until the earliest to occur of (i) the seven (7)-year anniversary of February 28, 2008; or (ii) the issuance and sale of shares of the Company's common stock in the Company's first underwritten public offering pursuant to an effective registration statement.

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- The warrants are exercisable, in whole or in part, until the earliest to occur of (i) the seven (7)-year anniversary of July 15, 2008; or (ii)
- (5) the issuance and sale of shares of the Company's common stock in the Company's first underwritten public offering pursuant to an effective registration statement.

Remarks:

Form 1 of 2.

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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