

OOMA INC
Form 3
July 16, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting
Person *

Worldview Equity I, L.L.C.

(Last) (First) (Middle)

101 S. ELLSWORTH
AVENUE, SUITE 401

(Street)

SAN MATEO, CA 94401

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/16/2015

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

906

I

By Worldview Strategic Partners
IV, L.P. ⁽¹⁾

Common Stock

20,000

I

By Worldview Technology
International IV, L.P. ⁽²⁾

Common Stock

123,116

I

By Worldview Technology
Partners IV, L.P. ⁽³⁾

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

SEC 1473 (7-02)

**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.**

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series Alpha Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	37,574	\$ <u>(4)</u>	I	By Worldview Strategic Partners IV, L.P. <u>(1)</u>
Series Alpha-1 Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	2,523	\$ <u>(5)</u>	I	By Worldview Strategic Partners IV, L.P. <u>(1)</u>
Series Beta Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	604	\$ <u>(6)</u>	I	By Worldview Strategic Partners IV, L.P. <u>(1)</u>
Series Alpha Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	827,294	\$ <u>(4)</u>	I	By Worldview Technology International IV, L.P. <u>(2)</u>
Series Alpha-1 Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	55,550	\$ <u>(5)</u>	I	By Worldview Technology International IV, L.P. <u>(2)</u>
Series Beta Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	13,306	\$ <u>(6)</u>	I	By Worldview Technology International IV, L.P. <u>(2)</u>
Series Alpha Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	5,092,260	\$ <u>(4)</u>	I	By Worldview Technology Partners IV, L.P. <u>(3)</u>
Series Alpha-1 Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	341,927	\$ <u>(5)</u>	I	By Worldview Technology Partners IV, L.P. <u>(3)</u>
Series Beta Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	81,904	\$ <u>(6)</u>	I	By Worldview Technology Partners IV, L.P. <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Worldview Equity I, L.L.C. 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
WORLDVIEW STRATEGIC PARTNERS IV LP 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P. 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
WORLDVIEW TECHNOLOGY PARTNERS IV LP 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
Worldview Capital IV, L.P. 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
Orsak Michael 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
Tanaka Susumu 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â	Â X	Â	Â
WEI JAMES 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401	Â X	Â X	Â	Â

Signatures

/s/ James N. Strawbridge, as Attorney-in-Fact for Worldview Equity I, L.L.C.	07/16/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Strategic Partners IV, L.P.	07/16/2015
__Signature of Reporting Person	Date
/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology International IV, L.P.	07/16/2015
__Signature of Reporting Person	Date

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/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology Partners IV, L.P.	07/16/2015
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__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P.	07/16/2015
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__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Michael Orsak	07/16/2015
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__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Susumu Tanaka	07/16/2015
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__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for James Wei	07/16/2015
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__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Capital IV, L.P., the general partner of Strategic IV, and Worldview Equity 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 Strategic IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by Strategic IV. Such persons and entities disclaim beneficial ownership of shares held by Strategic IV, except to the extent of any pecuniary interest therein.

(2) Shares held directly by Worldview Technology International IV, L.P. ("International IV"). Worldview Capital IV, L.P., the general partner of International IV, and Worldview Equity 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 International IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by International IV. Such persons and entities disclaim beneficial ownership of shares held by International IV, except to the extent of any pecuniary interest therein.

(3) Shares held directly by Worldview Technology Partners IV, L.P. ("Technology IV"). Worldview Capital IV, L.P., the general partner of Technology IV, and Worldview Equity 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 Technology IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by Technology IV. Such persons and entities disclaim beneficial ownership of shares held by Technology IV, except to the extent of any pecuniary interest therein.

(4) The Series Alpha Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.

(5) The Series Alpha -1 Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.

(6) The Series Beta convertible preferred stock is convertible into the issuer's common stock on a one-for-one basis unless \$21.2028 is greater than 75% of the offering price per share, in which case each share of Series Beta convertible preferred stock is convertible into that number of shares of common stock equal to the ratio of \$21.2028 divided by 75% of the offering price per share. No fractional shares of common stock will be issued upon conversion of Series Beta preferred stock. The Series Beta preferred stock has no expiration date and will automatically convert into common stock upon the closing of the issuer's initial public offering.

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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