

OOMA INC

Form 4

January 20, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEI JAMES**

(Last) (First) (Middle)

**99 ALMADEN BLVD, 6TH FLOOR**

(Street)

**SAN JOSE, CA 95113**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/19/2017**

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common Stock	01/19/2017		S(1)		3,275,000 (2)	D	\$ 8.3	3,275,000	I (3)
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By entities  
associated  
with  
Worldview  
Technology  
Partners

Common Stock								61,948	D
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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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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
WEI JAMES 99 ALMADEN BLVD 6TH FLOOR SAN JOSE, CA 95113	X	X		

## Signatures

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

01/19/2017

\*\*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 sold pursuant to that certain Purchase Agreement, dated as of January 12, 2017 by and among the Issuer, B. Riley & Co., LLC (the "Purchaser"), Worldview Technology Partners IV, L.P., Worldview Technology International IV, L.P. and Worldview Strategic Partners IV, L.P. (the "Purchase Agreement"). The Transaction closed on January 19, 2017.

Pursuant to the Purchase Agreement, Worldview Technology Partners IV, L.P. sold to the Purchaser 2,799,531 shares of Common Stock of the Issuer, Worldview Technology International IV, L.P. sold to the Purchaser 454,814 shares of Common Stock of the Issuer and Worldview Strategic Partners IV, L.P. sold to the Purchaser 20,655 shares of Common Stock of the Issuer.

(3) 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 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

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ownership of the shares held by the Worldview IV Funds, except to the extent of any pecuniary interest therein.

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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