

OOMA INC
Form 3
July 16, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| ^ Worldview Equity I, L.L.C. | | (Month/Day/Year) | OOMA INC [OOMA] | |
| (Last) | (First) | (Middle) | 07/16/2015 | |
| 101 S. ELLSWORTH AVENUE, ^ SUITE 401 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN MATEO, ^ CA ^ 94401 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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 (4) | Â (4) | Common Stock | 37,574 | \$ (4) | I | By Worldview Strategic Partners IV, L.P. (1) |
| Series Alpha-1 Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 2,523 | \$ (5) | I | By Worldview Strategic Partners IV, L.P. (1) |
| Series Beta Convertible Preferred Stock | Â (6) | Â (6) | Common Stock | 604 | \$ (6) | I | By Worldview Strategic Partners IV, L.P. (1) |
| Series Alpha Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 827,294 | \$ (4) | I | By Worldview Technology International IV, L.P. (2) |
| Series Alpha-1 Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 55,550 | \$ (5) | I | By Worldview Technology International IV, L.P. (2) |
| Series Beta Convertible Preferred Stock | Â (6) | Â (6) | Common Stock | 13,306 | \$ (6) | I | By Worldview Technology International IV, L.P. (2) |
| Series Alpha Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 5,092,260 | \$ (4) | I | By Worldview Technology Partners IV, L.P. (3) |
| Series Alpha-1 Convertible Preferred Stock | Â (5) | Â (5) | Common Stock | 341,927 | \$ (5) | I | By Worldview Technology Partners IV, L.P. (3) |
| Series Beta Convertible Preferred Stock | Â (6) | Â (6) | Common Stock | 81,904 | \$ (6) | I | By Worldview Technology Partners IV, L.P. (3) |

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

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

__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

__Signature of Reporting Person Date

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

__Signature of Reporting Person Date

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

__Signature of Reporting Person Date

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

__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).

(1) 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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