

HOAG JAY C
Form 4
March 07, 2013

FORM 4

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

OMB APPROVAL

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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 *
HOAG JAY C

2. Issuer Name and Ticker or Trading Symbol
ExactTarget, Inc. [ET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2013

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

May be part of a 13(g) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

4. 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

PALO ALTO, CA 94301

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 03/05/2013 | | S | 1,998 | D | \$ 22.5784 <u>(1)</u> | 0 | I | Kukio Investors Limited Partnership <u>(2) (3)</u> |
| Common Stock | 03/05/2013 | | S | 1,704 | D | \$ 22.93 | 0 | I | Robert W. Trudeau <u>(2)</u> |
| Common Stock | 03/06/2013 | | S | 102 | D | \$ 22.6102 <u>(4)</u> | 0 | I | Technology Crossover Management VII, L.P. <u>(2)</u> |

| | | | | | | | | (5) |
|--------------|------------|--|-------------------------------|-----------|--|---|--|--|
| Common Stock | 03/06/2013 | | G ⁽⁶⁾ V 415 D \$ 0 | 0 | | I | | Marshall Carroll 2000 Trust ⁽²⁾ ⁽⁷⁾ |
| Common Stock | | | | 1,483 | | I | | Hoag Family Trust U/A Dtd 8/2/94 ⁽²⁾ ⁽⁸⁾ |
| Common Stock | | | | 1,446 | | I | | Hamilton Investments II, Limited Partnership ⁽²⁾ ⁽⁹⁾ |
| Common Stock | | | | 1,058 | | I | | Drew Family Trust dated 10/5/2004 ⁽²⁾ ⁽¹⁰⁾ |
| Common Stock | | | | 647 | | I | | Ten 271 Partners B ⁽²⁾ ⁽¹¹⁾ |
| Common Stock | | | | 1,704 | | I | | Reynolds Family Trust ⁽²⁾ ⁽¹²⁾ |
| Common Stock | | | | 197 | | I | | Marshall Partners ⁽²⁾ ⁽¹³⁾ |
| Common Stock | | | | 4,604,339 | | I | | TCV VII, L.P. ⁽²⁾ ⁽¹⁴⁾ |
| Common Stock | | | | 2,391,141 | | I | | TCV VII (A), L.P. ⁽²⁾ ⁽¹⁵⁾ |

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 | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|-------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| 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 |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |

| | | |
|--|---|---------------------------------|
| Technology Crossover Management VII, Ltd. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
|--|---|---------------------------------|

| | | |
|--|---|---------------------------------|
| Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
|--|---|---------------------------------|

Signatures

| | |
|--|--------------------|
| Frederic D. Fenton, Authorized signatory for Jay C. Hoag __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for Richard H. Kimball __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for John L. Drew __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr. __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for Robert W. Trudeau __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for Christopher P. Marshall __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for TCV VII, L.P. __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for TCV VII (A), L.P. __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, Ltd. __Signature of Reporting Person | 03/07/2013 Date |
| Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, L.P. __Signature of Reporting Person | 03/07/2013 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).
 - (1) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$22.56 to \$22.59. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (2) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Timothy P. McAdam, John C. Rosenberg, David L. Yuan and TCV Member Fund, L.P. on March 7, 2013.
 - (3) Richard H. Kimball is the general partner of Kukio Investors Limited Partnership and may be deemed to beneficially own certain securities held by Kukio Investors Limited Partnership. Mr. Kimball disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (4) The price reported reflects the weighted average sale price. This transaction was executed in multiple trades at prices ranging from \$22.61 to \$20.62. The Reporting Persons hereby undertake to provide upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) These securities are directly held by Technology Crossover Management VII, L.P. ("TCM VII"). Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg, and David L. Yuan (collectively, the "Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of TCM VII. Management VII is the general partner of TCM VII. The Class A Directors and Management VII may be deemed to beneficially own the securities held by TCM VII, but each of the Class A Directors and Management VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 4.

- (6) Bona fide gift of shares.

- (7) Mr. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (8) Mr. Hoag is a trustee of the Hoag Family Trust U/A dated 8/2/94 and may be deemed to beneficially own certain securities held by The Hoag Family Trust U/A dated 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (9) Mr. Hoag is the general partner of Hamilton Investments II, Limited Partnership and may be deemed to beneficially own certain securities held by Hamilton Investments II, Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (10) Mr. Drew is a trustee of the Drew Family Trust dated 10/5/2004 and may be deemed to beneficially own certain securities held by The Drew Family Trust dated 10/5/2004. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (11) Mr. Drew is the general partner of Ten 271 Partners B and may be deemed to beneficially own certain securities held by Ten 271 Partners B. Mr. Drew disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (12) Mr. Reynolds is a trustee of Reynolds Family Trust and may be deemed to beneficially own certain securities held by Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (13) Mr. Marshall is a partner of Marshall Partners and may be deemed to beneficially own certain securities held by Marshall Partners. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (14) These securities are directly held by TCV VII, L.P. ("TCV VII"). The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein.

- (15) These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A). The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his or its respective 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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