

HOAG JAY C
Form 3
March 21, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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 *

Â HOAG JAY C
(Last) (First) (Middle)

C/O TECHNOLOGY
CROSSOVER
VENTURES,Â 528 RAMONA
STREET

(Street)

PALO ALTO,Â CAÂ 94301

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/21/2012

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____X__ 10% Owner

____ Officer ____X__ Other

(give title below) (specify below)

May be part of a 13(g) group

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

57,462

I

TCV VII, L.P. (1) (2)

Common Stock

29,842

I

TCV VII (A), L.P. (1) (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 D Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	7,038,600 (5)	\$ (4)	I	TCV VII, L.P. (1) (2)
Series F Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	1,330,834 (7)	\$ (6)	I	TCV VII, L.P. (1) (2)
Series G Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	1,018,220 (9)	\$ (8)	I	TCV VII, L.P. (1) (2)
Series D Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	3,655,314 (10)	\$ (4)	I	TCV VII (A), L.P. (1) (3)
Series F Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	691,132 (11)	\$ (6)	I	TCV VII (A), L.P. (1) (3)
Series G Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	528,784 (12)	\$ (8)	I	TCV VII (A), L.P. (1) (3)

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,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group

Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	Â	Â X	Â	May be part of a 13(g) group
TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	Â	Â X	Â	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	Â	Â X	Â	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	Â	Â X	Â	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	Â	Â X	Â	May be part of a 13(g) group

Signatures

Frederic D. Fenton, Authorized signatory for TCV VII, L.P.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for TCV VII (A), L.P.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, Ltd.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, L.P.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jay C. Hoag	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Richard H. Kimball	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John L. Drew	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Robert W. Trudeau	03/21/2012
__Signature of Reporting Person	Date

Frederic D. Fenton, Authorized signatory for Christopher P. Marshall

03/21/2012

____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) This Form 3 is filed by more than one Reporting Person and is a joint filing with the Form 3 filed by TCV Member Fund, L.P. and Timothy P. McAdam, John C. Rosenberg, and David L. Yuan (and, together with Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, and Christopher P. Marshall, the "Class A Directors") on March 21, 2012.

(2) These securities are held directly by TCV VII, L.P. The Class A Directors are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII, L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the Class A Directors, Management VII and TCM 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 3.

(3) These securities are held directly by TCV VII (A), L.P. 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), L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but each of the Class A Directors, Management VII and TCM 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 3.

(4) Shares of Series D Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.

(5) Represents number of shares of Common Stock underlying 3,519,300 shares of Series D Convertible Preferred Stock.

(6) Shares of Series F Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.

(7) Represents number of shares of Common Stock underlying 665,417 shares of Series F Convertible Preferred Stock.

(8) Shares of Series G Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.

(9) Represents number of shares of Common Stock underlying 509,110 shares of Series G Convertible Preferred Stock.

(10) Represents number of shares of Common Stock underlying 1,827,657 shares of Series D Convertible Preferred Stock.

(11) Represents number of shares of Common Stock underlying 345,566 shares of Series F Convertible Preferred Stock.

(12) Represents number of shares of Common Stock underlying 264,392 shares of Series G Convertible Preferred Stock.

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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