

FRISBIE RICHARD D

Form 3

March 21, 2012

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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 Battery Ventures VIII lp

(Last)

(First)

(Middle)

930 WINTER STREET,Â SUITE
2500

(Street)

WALTHAM,Â MAÂ 02451

(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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

20,000 ⁽⁸⁾

I

See footnote ⁽¹⁾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)**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)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	6,715,124 (8)	\$ (2)	I	See footnote (3)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	2,169,980 (8)	\$ (4)	I	See footnote (5)
Series G Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	903,108 (8)	\$ (6)	I	See footnote (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VIII lp 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
BATTERY VENTURES VIII SIDE FUND LP 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
Battery Management, LLC 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
Battery Partners VIII, LLC 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
CROTTY THOMAS J 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
Agrawal Neeraj 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
DHALIWAL SUNIL 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
FRISBIE RICHARD D 930 WINTER STREET SUITE 2500	Â	Â X	Â	Â

WALTHAM, MA 02451

LAWLER KENNETH P

930 WINTER STREET

SUITE 2500

WALTHAM, MA 02451

X

Lee Roger H

930 WINTER STREET

SUITE 2500

WALTHAM, MA 02451

X

Signatures

/s/ Christopher Schiavo, acting as
attorney-in-fact for Battery Ventures
VIII, L.P.

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Battery Ventures
VIII Side Fund, L.P.

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Battery
Management, LLC

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Batter Partners
VIII, LLC

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Thomas J. Crotty

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Neeraj Agrawal

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Sunil Dhaliwal

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Richard D. Frisbie

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as
attorney-in-fact for Kenneth P. Lawler

03/21/2012

Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as

03/21/2012

attorney-in-fact for Roger H. Lee

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 reported in column 2 represent shares held of record by Battery Management Company, LLC. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.
- (2) 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.
- (3) The shares reported in column 3 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P. and 3,357,562 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (4) Shares of Series E 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) The shares reported in column 3 include 1,084,990 owned of record by Battery Ventures VIII Side Fund, L.P. and 1,084,990 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (6) 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.
- (7) The shares reported in column 3 include 451,554 owned of record by Battery Ventures VIII Side Fund, L.P. and 451,554 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (8) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding

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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