

FRISBIE RICHARD D

Form 4

September 19, 2012

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Battery Ventures VIII lp

(Last) (First) (Middle)

930 WINTER STREET, SUITE  
2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ExactTarget, Inc. [ET]

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

09/17/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (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 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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Common Stock	09/17/2012		S		2,576,228 (1) (2)	\$ 21.4594	7,231,984 (2)	I	See footnote (3)

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  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Nu Deriv Secur Bene Own Follo Repor 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
Battery Ventures VIII lp 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
BATTERY VENTURES VIII SIDE FUND LP 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
Battery Management, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
Battery Partners VIII, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
CROTTY THOMAS J 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
Agrawal Neeraj 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
DHALIWAL SUNIL 930 WINTER STREET SUITE 2500		X		

WALTHAM, MA 02451

FRISBIE RICHARD D  
930 WINTER STREET  
SUITE 2500  
WALTHAM, MA 02451

X

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. 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures VIII Side Fund, L.P. 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact on behalf of Battery Management, LLC 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Batter Partners VIII, LLC 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Thomas J. Crotty 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Neeraj Agrawal 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Sunil Dhaliwal 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Richard D. Frisbie 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Kenneth P. Lawler 09/19/2012

\_\_Signature of Reporting Person

Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Roger H. Lee 09/19/2012

\_\_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).

(1)

## Edgar Filing: FRISBIE RICHARD D - Form 4

The shares reported in column 4 include 1,288,114 shares sold by Battery Ventures VIII, L.P. and 1,288,114 shares sold by Battery Ventures VIII Side Fund, L.P.

- (2) 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.

- (3) The shares reported in column 5 include 3,605,992 owned of record by Battery Ventures VIII Side Fund, L.P., 3,605,992 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. 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. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

### Remarks:

The Reporting Persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to th

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