

FRISBIE RICHARD D
Form 4
September 19, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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) | \$ 7,231,984 (2) 21.4594 | I | See footnote (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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)

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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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