

CVENT INC
Form 4
December 01, 2016

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 *
Ghoorah Charles V.

(Last) (First) (Middle)

C/O CVENT INC, 1765
GREENSBORO STATION
PLACE, 7TH FLOOR

(Street)

TYSONS CORNER, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CVENT INC [CVT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President of Sales & Marketing

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ 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 Ownership (Instr. 4)	
			Code	V	Amount (1) (2)	(A) or (D)	Price	
Common Stock	11/29/2016		D		215,784 (1) (2)	D	0	
Common Stock	11/29/2016		J(3)		13,888	D	\$ 36 99,612	See Footnote (4)
Common Stock	11/29/2016		D		99,612	D	0	See Footnote (4)
Common Stock	11/29/2016		J(6)		97,222	D	\$ 36 808,153	See Footnote

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Common Stock	11/29/2016		D	808,153	D	<u>(5)</u>	0		I	<u>(7)</u> See Footnote <u>(7)</u>
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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)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 1.8	11/29/2016		D	37,381	<u>(8)</u> 03/11/2021	Common Stock	37,381	
Employee Stock Option (Right to Buy)	\$ 27.84	11/29/2016		D	76,982	<u>(8)</u> 12/31/2024	Common Stock	76,982	
Employee Stock Option (Right to Buy)	\$ 32.43	11/29/2016		D	26,622	<u>(8)</u> 10/15/2025	Common Stock	26,622	
Employee Stock Option (Right to Buy)	\$ 21.73	11/29/2016		D	88,794	<u>(8)</u> 04/06/2026	Common Stock	88,794	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghoorah Charles V. C/O CVENT INC 1765 GREENSBORO STATION PLACE, 7TH FLOOR TYSONS CORNER, VA 22102			President of Sales & Marketing	

Signatures

/s/ Lawrence Samuelson,
Attorney-in-Fact

12/01/2016

**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) Includes 75,699 unvested Restricted Stock Units ("Unvested RSUs"). Pursuant to that certain Agreement and Plan of Merger, dated April 17, 2016, between the Issuer, Papay Holdco, LLC ("Parent") and Papay Merger Sub, Inc. (the "Merger Agreement"), of these Unvested RSUs, (x) the Unvested RSUs that were scheduled to vest before April 1, 2017 were cancelled in the merger in exchange for a cash payment of \$36.00 per unit; (y) the Unvested RSUs that were scheduled to vest between April 1, 2017 and December 31, 2017 will vest pursuant to their existing vesting schedules and will be entitled to receive a cash payment of \$36.00 per unit on their applicable vesting dates; and (z) the Unvested RSUs that were schedule to vest on or after January 1, 2018 will vest on January 1, 2018 and will receive a cash payment of \$36.00 per unit on such date. These transactions were exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(2) The common stock was disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(3) Pursuant to a Rollover Contribution Agreement ("Rollover Contribution Agreement"), by and between Parent and the Charles V. Ghoorah Irrevocable Trust (2013), the Charles V. Ghoorah Irrevocable Trust (2013) contributed these shares of common stock to Parent in exchange for a number of Parent's limited partnership interests calculated pursuant to the Rollover Contribution Agreement, effective as of the Effective Time (as defined in the Merger Agreement), at a value of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(4) The shares were held directly by Charles V. Ghoorah Irrevocable Trust (2013), for which the Reporting Person serves as trustee. The Reporting Person disclaims beneficial ownership of the shares held by said Trust, and this report should not be deemed an admission that the Reporting Person was the beneficial owner of said Trust's shares for purposes of Section 16 or for any other purpose.

(5) Disposed of pursuant to the Merger Agreement, in exchange for a cash payment of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(6) Pursuant to a Rollover Contribution Agreement, by and between Parent and the Charles Vijendra Ghoorah Irrevocable Trust (2013), the Charles Vijendra Ghoorah Irrevocable Trust (2013) contributed these shares of common stock to Parent in exchange for a number of Parent's limited partnership interests calculated pursuant to the Rollover Contribution Agreement, effective as of the Effective Time, at a value of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(7) The shares were held directly by the Charles Vijendra Ghoorah Irrevocable Trust (2013), for which the Reporting Person serves as trustee.

(8) Pursuant to the Merger Agreement, this employee stock option was cancelled in exchange for a cash amount equal to the difference between \$36.00 per share and the exercise price per share of the option, less applicable withholding taxes. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

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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