

FINJAN HOLDINGS, INC.
Form SC 13D/A
March 06, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(RULE 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 8)

Finjan Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

31788H105

(CUSIP Number)

Steven M. Spurlock

Benchmark Capital

2965 Woodside Road

Woodside, CA 94062

(650) 854-8180

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

COPY TO:

Sean Caplice, Esq.

c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

1200 Seaport Blvd., Redwood City, CA 94063

(650) 321-2400

March 1, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

This information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 8 Pages

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 BCPI I, L.P. ("BCPI I")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER
 1,371,084 shares are held by BCPI I for itself and as nominee for BCPI Founders' Fund I, L.P. ("BCPI FF") and for other individuals and entities, except that BCPI Partners I, L.P. ("BCPI GP"), the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, BCPI Corporation ("BCPI Corp."), the general partner of BCPI GP, may be deemed to have sole power to vote these shares, and Michael Eisenberg ("Eisenberg") and Arad Naveh ("Naveh"), the directors of BCPI Corp., may be deemed to have shared power to vote these shares.

BENEFICIALLY 8 SHARED VOTING POWER
 See response to row 7.

OWNED BY EACH 9 SOLE DISPOSITIVE POWER
 1,371,084 shares are held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities, except that BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to dispose of these shares, BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these shares.

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
 See response to row 9.

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

1,371,084
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

4.9%

TYPE OF REPORTING PERSON

14

PN

CUSIP NO. 31788H105 13 D Page 3 of 8 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 BCPI Partners I, L.P. ("BCPI GP")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SOLE VOTING POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
 7 BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
 BCPI FF, may be deemed to have sole power to vote these shares, BCPI Corp., the general partner
 of BCPI GP, may be deemed to have sole power to vote these shares, and Eisenberg and Naveh, the
 directors of BCPI Corp., may be deemed to have shared power to vote these shares.

SHARES SHARED VOTING POWER
 8 See response to row 7.

BENEFICIALLY SOLE DISPOSITIVE POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
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 partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg
 OWNED BY EACH and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these
 shares.

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
 See response to row 9.

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

1,371,084

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

4.9%

TYPE OF REPORTING PERSON

14

PN

CUSIP NO. 31788H105 13 D Page 4 of 8 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 BCPI Corporation ("BCPI Corp.")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐ (b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SOLE VOTING POWER
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 of BCPI GP, may be deemed to have sole power to vote these shares, and Eisenberg and Naveh, the
 directors of BCPI Corp., may be deemed to have shared power to vote these shares.

SHARES SHARED VOTING POWER
 8 See response to row 7.

BENEFICIALLY SOLE DISPOSITIVE POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
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 partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg
 OWNED BY EACH and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these
 shares.

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER
 See response to row 9.

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

1,371,084

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

4.9%

TYPE OF REPORTING PERSON

14

CO

CUSIP NO. 31788H105 13 D Page 5 of 8 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Michael Eisenberg ("Eisenberg")
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 2 (a) ☐ (b) ☒ x
 3 SEC USE ONLY
 4 SOURCE OF FUNDS
 WC
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
 2(d) or 2(e) ☐
 6 CITIZENSHIP OR PLACE OF ORGANIZATION Dual citizen of the United States and Israel
 NUMBER OF 7 SOLE VOTING POWER
 0 shares
 SHARES 8 SHARED VOTING POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
 BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
 BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general
 partner of BCPI GP, may be deemed to have sole power to vote these shares. Eisenberg is a
 director of BCPI Corp. and may be deemed to have shared power to vote these shares.
 BENEFICIALLY 9 SOLE DISPOSITIVE POWER
 0 shares.
 OWNED BY
 EACH
 REPORTING 10 SHARED DISPOSITIVE POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
 BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
 BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the
 general partner of BCPI GP, may be deemed to have sole power to dispose of these shares.
 PERSON Eisenberg is a director of BCPI Corp. and may be deemed to have shared power to dispose of these
 shares.
 WITH
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 1,371,084
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
 EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

4.9%

TYPE OF REPORTING PERSON

14

IN

CUSIP NO. 31788H105 13 D Page 6 of 8 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Arad Naveh ("Naveh")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) ☐ (b) ☒ x

4 SEC USE ONLY

5 SOURCE OF FUNDS

6 WC

7 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ☐

8 CITIZENSHIP OR PLACE OF ORGANIZATION Dual citizen of the United States and Israel

NUMBER OF 7 SOLE VOTING POWER
 0 shares

8 SHARED VOTING POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to vote these shares.

BENEFICIALLY 9 SOLE DISPOSITIVE POWER
 0 shares.

OWNED BY
 EACH

REPORTING 10 SHARED DISPOSITIVE POWER
 1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to dispose of these shares.

PERSON

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 1,371,084

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

4.9%

TYPE OF REPORTING PERSON

14

IN

CUSIP NO. 31788H105 13 D Page 7 of 8 Pages

STATEMENTS ON SCHEDULE 13D

This Amendment No. 8 to Schedule 13D is filed to report certain dispositions of shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Finjan Holdings, Inc., a Delaware corporation (the “Issuer”), by the Reporting Persons. This Amendment No. 8 supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission on June 13, 2013, as amended on February 13, 2017, on June 5, 2017, on June 26, 2017, July 27, 2017, November 16, 2017, January 26, 2018 and February 23, 2018 (as amended, the “Schedule 13D”). Only those items that are hereby reported are amended; all other items remain unchanged. This Amendment No. 8 is being filed by BCPI I, L.P., a Delaware limited partnership (“BCPI I”), BCPI Partners I, L.P., a Delaware limited partnership (“BCPI GP”), BCPI Corporation, a Delaware corporation (“BCPI Corp.”), Michael Eisenberg (“Eisenberg”) and Arad Naveh (“Naveh”). This Amendment No. 8 reports transactions effected by the Reporting Persons from the date of the Schedule 13D to March 1, 2018.

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is hereby amended by adding the following to the end thereof:

BCPI I sold shares of the Issuer’s Common Stock on the open market as set forth below:

Date of Transaction	Number of shares of Common Stock	Price per share
02/26/2018	24,050	\$2.9272
02/27/2018	83,000	\$3.0053
02/28/2018	112,000	\$2.8964
03/01/2018	237,000	\$2.9516

ITEM 5.**Interest in Securities of the Issuer.**

Item 5 (e) of Schedule 13D is hereby amended and restated in its entirety as follows:

(e) The Reporting Persons ceased to be beneficial owners of 5% or more of the Issuer’s Common Stock on March 1, 2018.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 6, 2018

BCPI I, L.P., a Delaware limited partnership

By: BCPI PARTNERS I, L.P., a Delaware limited partnership

Its: General Partner

By: BCPI Corporation, a Delaware corporation

Its: General Partner

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Officer

BCPI PARTNERS I, L.P., a Delaware limited partnership

By: BCPI Corporation, a Delaware corporation

Its: General Partner

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Officer

BCPI CORPORATION, a Delaware corporation

By: /s/ Steven M. Spurlock

Steven M. Spurlock

Officer

MICHAEL EISENBERG

ARAD NAVEH

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.