

A10 Networks, Inc.
Form 4
June 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
SUMMIT PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
A10 Networks, Inc. [ATEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
222 BERKELEY STREET, 18TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2015

____ Director
____ Officer (give title below) Other (specify below)
Manager of GP of 10% owner

(Street)
BOSTON, MA 02116

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	06/10/2015		A	23,622 (1)	\$ 0	I	See Footnotes. (1) (2) (3) (4)
					9,451,468 (2)		
					(3) (4)		

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

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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
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner
SUMMIT MASTER COMPANY, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of Manager of 10% owne
Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of 10% Owner
Summit Investors I, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
Summit Investors I (UK), L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
SUMMIT PARTNERS GE VIII, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				GP of 10% owner
Summit Partners GE VIII, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				GP of 10% owner
Summit Partners Growth Equity Fund VIII-A, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116		X		
			X	

Summit Partners Growth Equity Fund VIII-B, L.P.
222 BERKELEY STREET, 18TH FLOOR
BOSTON, MA 02116

MANNION MARTIN J
C/O SUMMIT PARTNERS
222 BERKELEY STREET, 18TH FLOOR
BOSTON, MA 02116

Manager of GP of 10% owner

Signatures

Summit Partners, L.P., by Robin W. Devereux, POA for Joseph F. Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Master Company, LLC, by Robin W. Devereux, POA for Joseph F. Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Investors Management, LLC, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Joesph F. Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Investors I, LLC, by Summit Investors Management, LLC, its Manager, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Joseph F. Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Investors I (UK), L.P., by Summit Investors Management, LLC, its General Partner, by Summit Master Company, LLC, its Managing Member, by Robin W. Devereux, POA for Joseph F. Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Partners GE VIII, L.P., by Summit Partners GE VIII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Partners GE VIII, LLC, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Partners Growth Equity Fund VIII-A, L.P., by Summit Partners GE VII, L.P., its GP, by Summit Partners GE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Summit Partners Growth Equity Fund VIII-B, L.P., by Summit Partners GE VII, L.P., its GP, by Summit Partners GE VII, LLC, its GP, by Summit Partners, L.P., its GP, by Summit Master Company, LLC, its GP, by Robin W. Devereux, POA for Joseph Trustey, Member	06/12/2015
__Signature of Reporting Person	Date
Robin W. Devereux, POA for Martin J. Mannion	06/12/2015

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).

Represents restricted stock units granted to Mr. Chung as part of the director compensation program. The restricted stock units will settle solely by delivery of an equal number of shares of Common Stock on the earlier of the first anniversary of the grant date or the date of the

- (1) Issuer's next Annual Meeting, subject to the Reporting Person's continued service on the board of directors as of such date. Mr. Chung holds any restricted stock units for the benefit of Summit Partners, L.P. which he has empowered to determine when the underlying shares will be sold and which is entitled to the proceeds of any such sales.

- (2) The Common Stock is held as follows: 6,873,136 shares in the name of Summit Partners Growth Equity Fund VIII-A, L.P.; 2,510,989 shares in the name of Summit Partners Growth Equity Fund VIII-B, L.P.; 40,186 shares in the name of Summit Investors I, LLC; 3,535 shares in the name of Summit Investors I (UK), L.P.; 23,622 restricted stock units in the name of Peter Y. Chung, which are held for the benefit of Summit Partners, L.P.

- (3) Summit Partners, L.P. is the managing member of Summit Partners GE VIII, LLC, which is the general partner of Summit Partners GE VIII, L.P., which is the general partner of each of Summit Partners Growth Equity Fund VIII-A, L.P. and Summit Partners Growth Equity Fund VIII-B, L.P. Summit Master Company, LLC is the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Summit Master Company, LLC, as the managing member of Summit Investors Management, LLC has delegated investment decisions, including voting and dispositive power, to Summit Partners, L.P. and its Investment Committee responsible for voting and investment decisions with respect to the Issuer.

- (4) Summit Partners, L.P., through a two-person Investment Committee responsible for voting and investment decisions with respect to the Issuer, currently composed of Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of these entities and therefore may be deemed to beneficially own such shares. In addition, Mr. Chung is a member of Summit Master Company, LLC. Each of the Summit entities mentioned herein, Summit Partners, L.P., Summit Master Company, LLC, Mr. Mannion and Mr. Chung disclaims beneficial ownership of the shares of Common Stock and the restricted stock units, except to the extent of their pecuniary interest therein.

Remarks:

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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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