

Five9, Inc.
Form 4
October 07, 2014

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 *
Burkland Michael

(Last) (First) (Middle)

C/O FIVE9, INC., BISHOP RANCH
8, 4000 EXECUTIVE PARKWAY,
SUITE 400

(Street)

SAN RAMON, CA 94583

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Five9, Inc. [FIVN]

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

10/03/2014

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)
CEO, President and Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/03/2014 | | M | V | 6,000 A \$ 0.12 | D | |
| Common Stock | 10/03/2014 | | G ⁽¹⁾ | V | 6,000 D \$ 0 | D | |
| Common Stock | 10/03/2014 | | G ⁽¹⁾ | V | 6,000 A \$ 0 | I | By The Burkland Family Revocable Trust ⁽²⁾ |
| Common | 10/03/2014 | | S | | 6,000 D \$ 0 | I | By The |

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| | | | | | | | | | |
|-----------------|------------|--|------|---------|---|-------------------|---------|---|--|
| Stock | | | | | | 5.99 (3) | | | Burkland Family Revocable Trust (2) |
| Common Stock | 10/06/2014 | | M | 6,453 | A | \$ 0.12 | 909,953 | D | |
| Common Stock | 10/06/2014 | | G(1) | V 6,453 | D | \$ 0 | 903,500 | D | |
| Common Stock | 10/06/2014 | | G(1) | V 6,453 | A | \$ 0 | 6,453 | I | By The Burkland Family Revocable Trust (2) |
| Common Stock | 10/06/2014 | | S | 6,453 | D | \$ 5.95 (4) | 0 | I | By The Burkland Family Revocable Trust (2) |

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 displays a currently valid OMB control number.

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 0.12 | 10/03/2014 | | M | 6,000 | (5) 05/20/2018 | Common Stock | 6,000 |
| Stock Option (right to | \$ 0.12 | 10/06/2014 | | M | 6,453 | (5) 05/20/2018 | Common Stock | 6,453 |

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burkland Michael C/O FIVE9, INC., BISHOP RANCH 8 4000 EXECUTIVE PARKWAY, SUITE 400 SAN RAMON, CA 94583 | X | | CEO, President and Chairman | |

Signatures

/s/ David Hill,
attorney-in-fact

10/07/2014

__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) The reporting person transferred these securities as a gift to a trust for the benefit of the reporting person's children.
- (2) These securities are held in a trust for the benefit of the reporting person's children, who share the reporting person's household. The reporting person and his spouse are co-trustees of the trust.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.95 to \$6.10, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.81 to \$6.00, inclusive. The reporting person undertakes to provide Five9, Inc., any security holder of Five9, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) The original option grant was for 1,981,496 shares. Option began vesting with respect to 25% of shares subject to the option one year after January 24, 2008, and with respect to the remaining 75% of the shares subject to the option in 36 equal monthly installments thereafter.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by The Burkland Family Revocable Trust.

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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