

OOMA INC
Form 4
January 20, 2017

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 *
WEI JAMES

(Last) (First) (Middle)
99 ALMADEN BLVD, 6TH FLOOR
(Street)
SAN JOSE, CA 95113
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2017

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/19/2017		S ⁽¹⁾		3,275,000 ⁽²⁾	D	\$ 8.3
Common Stock					61,948	D	

By entities associated with Worldview Technology Partners

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES 99 ALMADEN BLVD 6TH FLOOR SAN JOSE, CA 95113	X	X		

Signatures

/s/ James N. Strawbridge, as attorney-in-fact for James Wei

01/19/2017

**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) Shares sold pursuant to that certain Purchase Agreement, dated as of January 12, 2017 by and among the Issuer, B. Riley & Co., LLC (the "Purchaser"), Worldview Technology Partners IV, L.P., Worldview Technology International IV, L.P. and Worldview Strategic Partners IV, L.P. (the "Purchase Agreement"). The Transaction closed on January 19, 2017.

(2) Pursuant to the Purchase Agreement, Worldview Technology Partners IV, L.P. sold to the Purchaser 2,799,531 shares of Common Stock of the Issuer, Worldview Technology International IV, L.P. sold to the Purchaser 454,814 shares of Common Stock of the Issuer and Worldview Strategic Partners IV, L.P. sold to the Purchaser 20,655 shares of Common Stock of the Issuer.

(3) Shares held directly by Worldview Strategic Partners IV, L.P. ("Strategic IV"), Worldview Technology International IV, L.P. ("International IV") and Worldview Technology Partners IV, L.P. ("Technology IV" and, together with Strategic IV and International IV, the "Worldview IV Funds"). Worldview Capital IV, L.P., the general partner of each of the Worldview IV Funds, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by the Worldview IV Funds. The Reporting Person, as a managing member of Worldview Equity I, L.L.C., may be deemed to share voting and dispositive power over the shares held by the Worldview IV Funds. The Reporting Person disclaims beneficial

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ownership of the shares held by the Worldview IV Funds, except to the extent of any pecuniary interest therein.

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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