

CVENT INC

Form 4

December 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUSSO CYNTHIA A

(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
____X____ Officer (give title below) ____ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group Filing (Check
Applicable Line)
____X____ 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	11/29/2016		D	Amount 32,508 (1) (2)	(A) or (D) Price (1) (2) 0	D	

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

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information contained in this form are not
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.43	11/29/2016		D		46,293		<u>(3)</u>	10/15/2025	Common Stock	46,293
Employee Stock Option (Right to Buy)	\$ 21.73	11/29/2016		D		29,150		<u>(3)</u>	04/06/2026	Common Stock	29,150

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUSSO CYNTHIA A C/O CVENT INC 1765 GREENSBORO STATION PLACE, 7TH FLOOR TYSONS CORNER, VA 22102	Chief Financial Officer

Signatures

/s/ Lawrence Samuelson,
Attorney-in-Fact
12/01/2016
Date

**Signature of Reporting Person

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) Consists entirely of unvested Restricted Stock Units ("Unvested RSUs"). Of these unvested RSUs, either (1) (a) 8181 Unvested RSUs will be cancelled in exchange for a cash payment of \$36.00 per unit and (b) the remaining Unvested RSUs will vest pursuant to the existing vesting schedule contained in the Employment Agreement between the Reporting Person and the Issuer, dated September 3, 2015, and the Reporting Person will be entitled to receive a cash payment of \$36.00 per unit on the applicable vesting dates; or (2) 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.
- (2) (Continued from footnote 1) (the "Merger Agreement"), (x) the Unvested RSUs that were scheduled to vest before April 1, 2017 will be 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

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vest on January 1, 2018 and will receive a cash payment of \$36.00 per unit on such date.

- (3) 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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