

ExactTarget, Inc.  
Form SC 13G/A  
July 16, 2013

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)\*

**ExactTarget, Inc.**

(Name of Issuer)

Common Stock, \$0.0005 par value per share

(Title of Class of Securities)

30064K105

(CUSIP Number)

July 11, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

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☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

\* 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. The 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).

(Continued on following pages)

Page 1 of 22

Exhibit Index on Page 22

CUSIP # 30064K105

Page 2 of 22

1 NAME OF REPORTING PERSONS

TCV VII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES -0- shares of Common Stock  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- shares of Common Stock  
8 SHARED DISPOSITIVE POWER  
WITH9 -0- shares of Common Stock  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 -0- shares of Common Stock  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON\*

PN

CUSIP # 30064K105

Page 3 of 22

1 NAME OF REPORTING PERSONS

TCV VII (A), L.P.  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES -0- shares of Common Stock  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares of Common Stock  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON -0- shares of Common Stock  
8 SHARED DISPOSITIVE POWER  
WITH

-0- shares of Common Stock  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* ☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON\*

PN

CUSIP # 30064K105

Page 4 of 22

1 NAME OF REPORTING PERSONS

2 TCV Member Fund, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

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TYPE OF REPORTING PERSON\*

PN



CUSIP # 30064K105

Page 5 of 22

1 NAME OF REPORTING PERSONS

2 Technology Crossover Management VII, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒ x

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Cayman Islands

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TYPE OF REPORTING PERSON\*

PN

CUSIP # 30064K105

Page 6 of 22

1 NAME OF REPORTING PERSONS

2 Technology Crossover Management VII, Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

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TYPE OF REPORTING PERSON\*

OO

CUSIP # 30064K105

Page 7 of 22

1 NAME OF REPORTING PERSONS

Jay C. Hoag

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 8 of 22

1 NAME OF REPORTING PERSONS

Richard H. Kimball

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

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United States Citizen

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TYPE OF REPORTING PERSON\*

IN



CUSIP # 30064K105

Page 9 of 22

1 NAME OF REPORTING PERSONS

John L. Drew

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

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United States Citizen

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TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 10 of 22

1 NAME OF REPORTING PERSONS

Jon Q. Reynolds, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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12 0%  
TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 11 of 22

1 NAME OF REPORTING PERSONS

Robert W. Trudeau

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 12 of 22

1 NAME OF REPORTING PERSONS

Christopher P. Marshall

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON\*

IN



CUSIP # 30064K105

Page 13 of 22

1 NAME OF REPORTING PERSONS

Timothy P. McAdam

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 14 of 22

1 NAME OF REPORTING PERSONS

John C. Rosenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 15 of 22

1 NAME OF REPORTING PERSONS

David L. Yuan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0%  
TYPE OF REPORTING PERSON\*

IN

CUSIP # 30064K105

Page 16 of 22

ITEM 1(A). NAME OF ISSUER

ExactTarget, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

20 North Meridian Street

Indianapolis, IN 46204

ITEM 2(A). NAME OF PERSONS FILING

This statement is being filed by (1) TCV VII, L.P., a Cayman Islands exempted limited partnership ( TCV VII ), (2) TCV VII (A), L.P., a Cayman Islands exempted limited partnership ( TCV VII(A) ), (3) TCV Member Fund, L.P., a Cayman Islands exempted limited partnership ( Member Fund ) and, together with TCV VII and TCV VII(A), the TCV Funds ), (4) Technology Crossover Management VII, L.P., a Cayman Islands exempted limited partnership ( TCM VII ), (5) Technology Crossover Management VII, Ltd., a Cayman Islands exempted company ( Management VII ), (6) Jay C. Hoag ( Mr. Hoag ), (7) Richard H. Kimball ( Mr. Kimball ), (8) John L. Drew ( Mr. Drew ), (9) Jon Q. Reynolds, Jr. ( Mr. Reynolds ), (10) Robert W. Trudeau ( Mr. Trudeau ), (11) Christopher P. Marshall ( Mr. Marshall ), (12) Timothy P. McAdam ( Mr. McAdam ), (13), John C. Rosenberg ( Mr. Rosenberg ) and (14) David L. Yuan ( Mr. Yuan ). Mr. Hoag, Mr. Kimball, Mr. Drew, Mr. Reynolds, Mr. Trudeau, Mr. Marshall, Mr. McAdam, Mr. Rosenberg and Mr. Yuan are collectively referred to as the Members. The TCV Funds, TCM VII, Management VII and the Members are sometimes collectively referred to herein as the Reporting Persons.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The mailing address for each of the Reporting Persons is:

c/o Technology Crossover Ventures

528 Ramona Street

Palo Alto, California 94301

ITEM 2(C). CITIZENSHIP

Each of TCV VII, TCV VII(A), Member Fund and TCM VII are Cayman Islands exempted limited partnerships. Management VII is a Cayman Islands exempted company. The Members are each United States citizens.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock, \$0.0005 par value

CUSIP Number: 30064K105

ITEM 3. Not applicable.

CUSIP # 30064K105

Page 17 of 22

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Statement is provided as of July 16, 2013:

Name of Reporting Person	(a) Amount beneficially owned	(b) Percent of Class*	(c) Number of shares as to which person has:	
			Sole power to vote or to direct the vote, and sole power to dispose or to direct the disposition of	Shared power to vote or to direct the vote, and shared power to dispose or to direct the disposition of
TCV VII, L.P.	-0-	0%		
TCV VII (A), LP	-0-	0%		
TCV Member Fund, L.P.	-0-	0%		
Technology Crossover Management VII, L.P.	-0-	0%		
Technology Crossover Management VII, Ltd.	-0-	0%		
Jay C. Hoag	-0-	0%		
Richard H. Kimball	-0-	0%		
John L. Drew	-0-	0%		
Jon Q. Reynolds, Jr.	-0-	0%		
Robert W. Trudeau	-0-	0%		
Christopher P. Marshall	-0-	0%		
Timothy P. McAdam	-0-	0%		
John C. Rosenberg	-0-	0%		
David L. Yuan	-0-	0%		

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

x Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.



ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

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.

Dated: July 16, 2013

**TCV VII, L.P.**

a Cayman Islands exempted limited partnership,

acting by its general partner

Technology Crossover Management VII, L.P.

a Cayman Islands exempted limited partnership,

acting by its general partner

Technology Crossover Management VII, Ltd.

a Cayman Islands exempted company

By: /s/ Frederic D. Fenton

Name: Frederic D. Fenton

Title: Authorized Signatory

**TCV VII (A), L.P.**

a Cayman Islands exempted limited partnership,

acting by its general partner

Technology Crossover Management VII, L.P.

a Cayman Islands exempted limited partnership,

acting by its general partner

Technology Crossover Management VII, Ltd.

a Cayman Islands exempted company

By: /s/ Frederic D. Fenton

Name: Frederic D. Fenton

Title: Authorized Signatory

**TCV MEMBER FUND, L.P.**

a Cayman Islands exempted limited partnership, acting  
by its general partner

Technology Crossover Management VII, L.L.C. a  
Delaware limited liability company

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT  
VII, L.P.**

a Cayman Islands exempted limited partnership, acting  
by its general partner

Technology Crossover Management VII, Ltd.

a Cayman Islands exempted company

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**TECHNOLOGY CROSSOVER MANAGEMENT  
VII, LTD.,**

a Cayman Islands exempted company

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Authorized Signatory

**JAY C. HOAG**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**RICHARD H. KIMBALL**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**JOHN L. DREW**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**JON Q. REYNOLDS, JR.**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**ROBERT W. TRUDEAU**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**CHRISTOPHER P. MARSHALL**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**TIMOTHY P. MCADAM**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**JOHN C. ROSENBERG**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

**DAVID L. YUAN**

By: /s/ Frederic D. Fenton  
Name: Frederic D. Fenton  
Title: Attorney in Fact

EXHIBIT INDEX

Exhibit

Exhibit 1: Agreement of Joint Filing dated February 13, 2013 (incorporated by reference from Exhibit 1 to Schedule 13G relating to the common stock of ExactTarget, Inc. filed on February 14, 2013).

Exhibit 2: Statement Appointing Designated Filer and Authorized Signatories dated July 10, 2009 (incorporated by reference from Exhibit 2 to Schedule 13D relating to the Common Stock of Interactive Brokers Group, Inc. filed on July 10, 2009).

Exhibit 3: Statement Appointing Designated Filer and Authorized Signatories dated August 6, 2010 (incorporated by reference to Exhibit 5 to the Schedule 13D relating to the common stock of Green Dot Corporation filed on August 6, 2010).

Exhibit 4: Statement Appointing Designated Filer and Authorized Signatories dated December 31, 2010 (incorporated by reference to Exhibit 6 to the Schedule 13D relating to the common stock of K12 Inc. filed on May 5, 2011).