

NETEZZA CORP
Form 4
July 26, 2007

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 *
FERRI PAUL J

(Last) (First) (Middle)

C/O MATRIX PARTNERS, 1000
WINTER ST., SUITE 4500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETEZZA CORP [NZ]

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

07/24/2007

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 07/24/2007 | | C | | 2,528,750 | A | Ⓛ 2,608,677 | I | By Matrix Partners VI, L.P. (2) |
| Common Stock | 07/24/2007 | | C | | 843,625 | A | Ⓛ 870,290 | I | By Matrix VI Parallel Partnership-A, L.P. (2) |
| Common Stock | 07/24/2007 | | C | | 282,625 | A | Ⓛ 291,558 | I | By Matrix VI Parallel Partnership-B, L.P. (2) |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|---|-----------|---|--|
| Common Stock | 07/24/2007 | C | 595,000 | A | Ⓣ | 613,806 | I | By Weston & Co. VI LLC ⁽³⁾ |
| Common Stock | 07/24/2007 | C | 1,847,931 | A | Ⓣ | 4,456,608 | I | By Matrix Partners VI, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 616,494 | A | Ⓣ | 1,486,784 | I | By Matrix VI Parallel Partnership-A, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 206,534 | A | Ⓣ | 498,092 | I | By Matrix VI Parallel Partnership-B, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 434,807 | A | Ⓣ | 1,048,613 | I | By Weston & Co. VI LLC ⁽³⁾ |
| Common Stock | 07/24/2007 | C | 961,012 | A | Ⓣ | 5,417,620 | I | By Matrix Partners VI, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 320,607 | A | Ⓣ | 1,807,391 | I | By Matrix VI Parallel Partnership-A, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 107,407 | A | Ⓣ | 605,499 | I | By Matrix VI Parallel Partnership-B, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 226,120 | A | Ⓣ | 1,274,733 | I | By Weston & Co. VI LLC ⁽³⁾ |
| Common Stock | 07/24/2007 | C | 289,725 | A | Ⓣ | 5,707,345 | I | By Matrix Partners VI, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 96,656 | A | Ⓣ | 1,904,047 | I | By Matrix VI Parallel Partnership-A, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 32,381 | A | Ⓣ | 637,880 | I | By Matrix VI Parallel Partnership-B, L.P. ⁽²⁾ |
| Common Stock | 07/24/2007 | C | 68,170 | A | Ⓣ | 1,342,903 | I | By Weston & Co. VI LLC ⁽³⁾ |

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

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(9-02)

required to respond unless the form 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|----------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 5,057,500 | (1) | (4) | Common Stock | 2,528, (1) |
| Series A Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 1,687,250 | (1) | (4) | Common Stock | 843,6 (1) |
| Series A Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 565,250 | (1) | (4) | Common Stock | 282,6 (1) |
| Series A Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 1,190,000 | (1) | (4) | Common Stock | 595,0 (1) |
| Series B Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 3,695,863 | (1) | (4) | Common Stock | 1,847, (1) |
| Series B Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 1,232,989 | (1) | (4) | Common Stock | 616,4 (1) |
| Series B Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 413,068 | (1) | (4) | Common Stock | 206,5 (1) |
| Series B Convertible Preferred Stock | (1) | 07/24/2007 | | C | | 869,615 | (1) | (4) | Common Stock | 434,8 (1) |

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|---|------------|------------|---|-----------|------------|------------|-----------------|---------------------|
| Series C Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 1,922,025 | <u>(1)</u> | <u>(4)</u> | Common Stock | 961,0 <u>(1)</u> |
| Series C Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 641,214 | <u>(1)</u> | <u>(4)</u> | Common Stock | 320,6 <u>(1)</u> |
| Series C Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 214,815 | <u>(1)</u> | <u>(4)</u> | Common Stock | 107,4 <u>(1)</u> |
| Series C Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 452,241 | <u>(1)</u> | <u>(4)</u> | Common Stock | 226,1 <u>(1)</u> |
| Series D Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 579,451 | <u>(1)</u> | <u>(4)</u> | Common Stock | 289,7 <u>(1)</u> |
| Series D Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 193,312 | <u>(1)</u> | <u>(4)</u> | Common Stock | 96,650 |
| Series D Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 64,763 | <u>(1)</u> | <u>(4)</u> | Common Stock | 32,380 |
| Series D Convertible Preferred Stock | <u>(1)</u> | 07/24/2007 | C | 136,341 | <u>(1)</u> | <u>(4)</u> | Common Stock | 68,170 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FERRI PAUL J C/O MATRIX PARTNERS 1000 WINTER ST., SUITE 4500 WALTHAM, MA 02451 | X | X | | |

Signatures

/s/ Michael Crowley (as attorney-in-fact for Paul J. Ferri)

07/26/2007

__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 Series A, Series B, Series C, and Series D Convertible Preferred Stock converted into Common Stock on a 1-for-2 basis upon the closing of the Issuer's initial public offering without payment of consideration.

- Mr. Ferri is a Managing Member of Matrix VI Management Co., L.L.C., which serves as the general partner of Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P. Mr. Ferri, by virtue of his management position in Matrix VI Management Co., L.L.C., has sole voting and dispositive power with respect to the shares held by Matrix Partners VI, L.P.,
- (2) Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P. Mr. Ferri disclaims beneficial ownership of the securities held by Matrix Partners VI, L.P., Matrix VI Parallel Partnership-A, L.P., and Matrix VI Parallel Partnership-B, L.P., except to the extent of his pecuniary interest therein.

- Mr. Ferri is authorized by the sole member of Weston & Co. VI LLC to take any action as directed by the underlying beneficial owners
- (3) with respect to the shares held by this entity, and Mr. Ferri disclaims beneficial ownership of such shares. Mr. Ferri does not have sole or shared voting or investment control with respect to any of the shares held by Weston & Co. VI LLC.
- (4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.