

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 \*  
BATTERY VENTURES VI LP

(Last) (First) (Middle)

BATTERY VENTURES, 930  
WINTER STREET, SUITE 2500

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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		5,722,992	A	Ⓛ 5,827,506 <sup>(2)</sup>
Common Stock	07/24/2007		C		238,458	A	Ⓛ 242,813 <sup>(3)</sup>
Common Stock	07/24/2007		C		1,256,630	A	Ⓛ 7,084,136 <sup>(2)</sup>
Common Stock	07/24/2007		C		52,359	A	Ⓛ 295,172 <sup>(3)</sup>
Common Stock	07/24/2007		C		378,847	A	Ⓛ 7,462,983 <sup>(2)</sup>

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Common Stock 07/24/2007 C 15,785 A (1) 310,957 (3) D

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

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series B Convertible Preferred Stock	(1)	07/24/2007		C	11,445,985	(1) (4)	Common Stock 5,722 (1)
Series B Convertible Preferred Stock	(1)	07/24/2007		C	476,916	(1) (4)	Common Stock 238 (1)
Series C Convertible Preferred Stock	(1)	07/24/2007		C	2,513,260	(1) (4)	Common Stock 1,256 (1)
Series C Convertible Preferred Stock	(1)	07/24/2007		C	104,719	(1) (4)	Common Stock 52,35 (3)
Series D Convertible Preferred Stock	(1)	07/24/2007		C	757,695	(1) (4)	Common Stock 378 (1)
Series D Convertible Preferred Stock	(1)	07/24/2007		C	31,571	(1) (4)	Common Stock 15,78 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATTERY VENTURES VI LP BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
BATTERY PARTNERS VI LLC BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
BATTERY INVESTMENT PARTNERS VI LLC BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
CURME OLIVER D BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
FRISBIE RICHARD D BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
LAWLER KENNETH P BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
JONES MORGAN M BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
SHERMAN MARK H BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
TOBIN SCOTT R BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		
TABORS R DAVID BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451		X		

## Signatures

/s/ Christopher C. Schiavo (acting as attorney-in-fact for Battery Ventures VI LP)	07/26/2007
**Signature of Reporting Person	Date
/s/ Christopher Schiavo (acting as attorney-in-fact Battery Partners VI, LLC)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher Schiavo (acting as attorney-in-fact Battery Investment Partners VI, LLC)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of Oliver D. Curme)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of Richard D. Frisbie)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of Kenneth P. Lawler)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of Morgan M. Jones)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of Mark H. Sherman)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of Scott R. Tobin)	07/26/2007
**Signature of Reporting Person	Date
/s/ Chisopher C. Schiavo (acting as attorney in-fact on behalf of R. David Tabors)	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 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.

These securities are owned solely by Battery Ventures VI, L.P. Battery Parters VI, LLC is the general partner of Battery Ventures VI, L.P. Thomas J. Crotty, Oliver D. Curme, Richard D. Frisbie, Morgan M. Jones, Kenneth P. Lawler, Mark H. Sherman, Scott T. Tobin,

- (2) and R. David Tabors are the managing members of Battery Partners VI, LLC, and hold voting and dispositive power for the shares held by Battery Ventures VI, L.P. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

These securities are owned solely by Battery Investment Partners VI, LLC. The managers of Battery Investment Partners VI, LLC are

(3) Thomas J. Crotty and Oliver D. Curme, who hold voting and dispositive power for the shares held by Battery Investment Partners VI, LLC. Each of the filing persons disclaims beneficial ownership of the shares except to the extent of his or its pecuniary interest therein.

- (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.

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