

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 \*  
MERITECH CAPITAL PARTNERS II LP

(Last) (First) (Middle)

245 LYTTON AVENUE, SUITE 350

(Street)

PALO ALTO, CA 94301

(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		704,207	A	Ⓛ 734,769
Common Stock	07/24/2007		C		154,627	A	Ⓛ 889,396
Common Stock	07/24/2007		C		2,151,805	A	Ⓛ 3,041,201
Common Stock	07/24/2007		C		18,120	A	Ⓛ 18,906
Common Stock	07/24/2007		C		3,978	A	Ⓛ 22,884

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Common Stock	07/24/2007	C	55,368	A	<u>(1)</u>	78,252	D <u>(3)</u>
Common Stock	07/24/2007	C	5,385	A	<u>(1)</u>	5,618	D <u>(4)</u>
Common Stock	07/24/2007	C	1,182	A	<u>(1)</u>	6,800	D <u>(4)</u>
Common Stock	07/24/2007	C	32,381	A	<u>(1)</u>	39,181	D <u>(4)</u>

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

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(9-02)

**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 of Shares
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	07/24/2007		C	1,408,414	<u>(5)</u>	<u>(6)</u>	Common Stock	704,2
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	07/24/2007		C	36,240	<u>(5)</u>	<u>(6)</u>	Common Stock	18,1
Series B Redeemable Convertible Preferred Stock	<u>(1)</u>	07/24/2007		C	10,770	<u>(5)</u>	<u>(6)</u>	Common Stock	5,3
Series C Redeemable Convertible Preferred Stock	<u>(1)</u>	07/24/2007		C	309,254	<u>(5)</u>	<u>(6)</u>	Common Stock	154,0

Series C Redeemable Convertible Preferred Stock	(1)	07/24/2007	C	7,956	(5)	(6)	Common Stock	3,9
Series C Redeemable Convertible Preferred Stock	(1)	07/24/2007	C	2,364	(5)	(6)	Common Stock	1,1
Series D Redeemable Convertible Preferred Stock	(1)	07/24/2007	C	4,303,610	(5)	(6)	Common Stock	2,151
Series D Redeemable Convertible Preferred Stock	(1)	07/24/2007	C	110,736	(5)	(6)	Common Stock	55,3
Series D Redeemable Convertible Preferred Stock	(1)	07/24/2007	C	64,762	(5)	(6)	Common Stock	32,3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERITECH CAPITAL PARTNERS II LP 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
MADERA PAUL S 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
GORDON MICHAEL B 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
MCP ENTREPRENEUR PARTNERS II LP 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		
MERITECH CAPITAL AFFILIATES II LP 245 LYTTON AVENUE, SUITE 350 PALO ALTO, CA 94301		X		

Meritech Capital Associates II L.L.C.  
245 LYTTON AVENUE, SUITE 350 X  
PALO ALTO, CA 94301

Meritech Management Associates II L.L.C.  
245 LYTTON AVENUE, SUITE 350 X  
PALO ALTO, CA 94301

## Signatures

Meritech Capital Partners II L.P. By: Meritech Capital Associates II L.L.C. its General Partner By: Meritech Management Associates II L.L.C. a managing member By: /s/ Paul S. Madera Paul S. Madera, a managing memeber 07/24/2007

\_\_Signature of Reporting Person Date

/s/ Paul S. Madera; Paul S. Madera 07/24/2007

\_\_Signature of Reporting Person Date

/s/ Michael B. Gordon; Michael B. Gordon 07/24/2007

\_\_Signature of Reporting Person Date

MCP Entrepreneur Partners II, L.P.; By: Meritech Capital Associates II L.L.C. its General Partner; By: Meritech Management Associates II L.L.C. a managing member; By: /s/ Paul S. Madera; Paul S. Madera, a managing member 07/24/2007

\_\_Signature of Reporting Person Date

Meritech Capital Affiliates II L.P.; By: Meritech Capital Associates II L.L.C. its General Partner; By: Meritech Management Associates II L.L.C. a managing member; By: /s/ Paul S. Madera; Paul S. Madera, a managing member 07/24/2007

\_\_Signature of Reporting Person Date

Meritech Capital Associates II L.L.C.; By: Meritech Management Associates II L.L.C. a managing member; By: /s/ Paul S. Madera; Paul S. Madera, a managing member 07/24/2007

\_\_Signature of Reporting Person Date

Meritech Managemnet Associates II, L.L.C.; By: /s/ Paul S. Madera; Paul S. Madera, a managing member 07/24/2007

\_\_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) All of the outstanding shares of the Issuer's Series B, Series C and Series D Convertible Redeemable Preferred Stock are immediately exercisable will convert automatically on a 2-for-1 basis into Common Stock of the Issuer upon the closing of the Issuer's initial public offering.

(2) See Exhibit 99.1. Shares are held by Meritech Capital Partners II L.P. ("MCP II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCP II, and Paul S. Madera and Michael B. Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCP II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.

(3) See Exhibit 99.1. Shares are held by Meritech Capital Affiliates II L.P. ("MCA II"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of MCA II, and Paul S. Madera and Michael B. Gordon,

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the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by MCA II. Such persons and entities disclaim beneficial ownership of shares held by MCP II except to the extent of any pecuniary interest therein.

See Exhibit 99.1. Shares are held by MCP Entrepreneur Partners II L.P. ("Entrepreneur"). Meritech Management Associates II L.L.C., a managing member of Meritech Capital Associates II L.L.C., the general partner of Entrepreneur, and Paul S. Madera and Michael B.

- (4) Gordon, the managing members of Meritech Management Associates II L.L.C., may be deemed to share voting and dispositive power over the shares held by Entrepreneur. Such persons and entities disclaim beneficial ownership of shares held by Entrepreneur except to the extent of any pecuniary interest therein.
- (5) Immediately.
- (6) 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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