

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 *
CHARLES RIVER PARTNERSHIP
XI LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 WINTER STREET, SUITE
3300

3. Date of Earliest Transaction
(Month/Day/Year)
07/24/2007

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

WALTHAM, MA 02451

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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
					(1)		(2) (3) (4) (5)
Common Stock	07/24/2007		C		8,663,555	A	8,786,606
Common Stock	07/24/2007		C		218,828	A	221,936
Common Stock	07/24/2007		C		46,030 (7)	A	46,684

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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 or Number of Shares
Series A Preferred Stock	(2)	07/24/2007		C	3,849,999	(2) (2)	Common Stock 3,849,999
Series B Preferred Stock	(3)	07/24/2007		C	3,094,004	(3) (3)	Common Stock 3,094,004
Series C Preferred Stock	(4)	07/24/2007		C	1,524,735	(4) (4)	Common Stock 1,524,735
Series D Preferred Stock	(5)	07/24/2007		C	459,675	(5) (5)	Common Stock 459,675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHARLES RIVER PARTNERSHIP XI LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451		X		
Charles River Friends XI-A, LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451		X		
Charles River Friends XI-B, LP 1000 WINTER STREET, SUITE 3300 WALTHAM, MA 02451		X		
Charles River XI GP, LP 1000 WINTER STREET, SUITE 3300		X		

WALTHAM, MA 02451

Charles River XI GP, LLC
 1000 WINTER STREET, SUITE 3300 X
 WALTHAM, MA 02451

Signatures

CHARLES RIVER PARTNERSHIP XI, LP By: Charles River XI GP, LP Its General Partner
 By: Charles River XI GP, LLC Its General Partner By: /s/ Ted R. Dintersmith Managing Member 07/26/2007

__Signature of Reporting Person Date

CHARLES RIVER FRIENDS XI-A, LP; By: Charles River XI GP, LLC; Its: General Partner; By: /s/ Ted R. Dintersmith; Managing Member 07/26/2007

__Signature of Reporting Person Date

CHARLES RIVER FRIENDS XI-B, LP; By: Charles River XI GP, LLC; Its: General Partner; By: /s/ Ted R. Dintersmith; Managing Member 07/26/2007

__Signature of Reporting Person Date

CHARLES RIVER XI GP, LP; By: Charles River XI GP, LLC; Its General Partner; By: /s/ Ted R. Dintersmith; Managing Member 07/26/2007

__Signature of Reporting Person Date

CHARLES RIVER XI GP, LLC; By: /s/ Ted R. Dintersmith; Managing Member 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).
 These securities are owned by Charles River Partnership XI, LP ("CRP XI"), which is a member of a "group" with Charles River Friends
 (1) XI-A, LP ("CRF XI-A"), Charles River Friends XI-B, LP ("CRF XI-B"), Charles River XI GP, LP ("CR XI GP LP") and Charles River XI GP, LLC for purposes of Section 13(d) of the Exchange Act.
 (2) The Series A Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
 (3) The Series B Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
 (4) The Series C Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
 (5) The Series D Preferred Stock immediately converted into Common Stock on a one-for-one basis and has no expiration date.
 (6) These securities are owned by CRF XI-A, which is a member of a "group" with CRP XI, CRF XI-B, CR XI GP LP and CR XI GP LLC for purposes of Section 13(d) of the Exchange Act.
 (7) These securities are owned by CRF XI-B, which is a member of a "group" with CRP XI, CRF XI-A, CR XI GP LP and CR XI GP LLC for purposes of Section 13(d) of the Exchange Act.
 (8) Held by CRP XI and its affiliated funds as a group for purposes of Section 13(d) of the Exchange Act. CR XI GP LLC is the General Partner of CR XI GP LP, CRF XI-A and CRF XI-B. CR XI GP LP is the General Partner of CRP XI.

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.