

KE YAN
Form 4
April 03, 2014

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 *
Northern Light Venture Capital, Ltd.

2. Issuer Name and Ticker or Trading Symbol
AEROHIVE NETWORKS, INC
[HIVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2014

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

SUITE 1701, HUTCHISON HOUSE, 10 HARCOURT ROAD, CENTRAL

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

HONG KONG, K3

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/02/2014		C	V	5,928,379 A <u>(1)</u> <u>(2)</u>	5,928,379 I	See footnote <u>(3)</u>
Common Stock	04/02/2014		C	V	1,302,003 A <u>(1)</u> <u>(4)</u>	1,302,003 I	See footnote <u>(5)</u>
Common Stock	04/02/2014		C	V	651,000 A <u>(1)</u> <u>(6)</u>	651,000 I	See footnote <u>(7)</u>

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series A Preferred Stock	(1)	04/02/2014		C	V	(A) 2,168,410	(D)	(1)	(1)	Common Stock	2,168,410
Series A Preferred Stock	(1)	04/02/2014		C	V	(A) 476,231	(D)	(1)	(1)	Common Stock	476,231
Series A Preferred Stock	(1)	04/02/2014		C	V	(A) 238,115	(D)	(1)	(1)	Common Stock	238,115
Series B Preferred Stock	(2)	04/02/2014		C	V	(A) 1,176,862	(D)	(2)	(2)	Common Stock	1,321,380
Series B Preferred Stock	(4)	04/02/2014		C	V	(A) 258,465	(D)	(4)	(4)	Common Stock	290,204
Series B Preferred Stock	(6)	04/02/2014		C	V	(A) 129,232	(D)	(6)	(6)	Common Stock	145,101
Series C Preferred Stock	(1)	04/02/2014		C	V	(A) 2,066,353	(D)	(1)	(1)	Common Stock	2,066,353
Series C Preferred Stock	(1)	04/02/2014		C	V	(A) 453,817	(D)	(1)	(1)	Common Stock	453,817
Series C Preferred Stock	(1)	04/02/2014		C	V	(A) 226,908	(D)	(1)	(1)	Common Stock	226,908
Series D Preferred	(1)	04/02/2014		C	V	(A) 338,143	(D)	(1)	(1)	Common Stock	338,143

Stock

Series D Preferred Stock	(1)	04/02/2014	C	74,264	(1)	(1)	Common Stock	74,264
Series D Preferred Stock	(1)	04/02/2014	C	37,132	(1)	(1)	Common Stock	37,132
Series E Preferred Stock	(1)	04/02/2014	C	34,093	(1)	(1)	Common Stock	34,093
Series E Preferred Stock	(1)	04/02/2014	C	7,487	(1)	(1)	Common Stock	7,487
Series E Preferred Stock	(1)	04/02/2014	C	3,744	(1)	(1)	Common Stock	3,744

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Northern Light Venture Capital, Ltd. SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
Northern Light Partners, L.P. SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
NORTHERN LIGHT VENTURE FUND L P SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
NORTHERN LIGHT STRATEGIC FUND L P SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
Northern Light Partners Fund, L.P. SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
Lee Jeffrey SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL		X		

HONG KONG, K3

DENG FENG

SUITE 1701, HUTCHISON HOUSE
10 HARCOURT ROAD, CENTRAL
HONG KONG, K3

X

KE YAN

SUITE 1701, HUTCHISON HOUSE
10 HARCOURT ROAD, CENTRAL
HONG KONG, K3

X

Signatures

/s/ Jeffrey D. Lee, as director of Northern Light Venture Capital, Ltd.	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee, as director of Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P.	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee, as director of Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P. the general partner of Northern Light Venture Fund, L.P.	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee, as director of Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P. the general partner of Northern Light Strategic Fund, L.P.	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee, as director of Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P. the general partner of Northern Light Partners Fund, L.P.	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee, by power of Attorney for Feng Deng	04/03/2014
__Signature of Reporting Person	Date
/s/ Jeffrey D. Lee, by power of Attorney for Yan Ke	04/03/2014
__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 Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock automatically converted into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.
 - (2) 1,176,862 shares of Series B Preferred Stock automatically converted into 1,321,380 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
 - (3) dispositive power over the shares held by NLVF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLVF. Such persons and entities disclaim beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

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- (4) 258,465 shares of Series B Preferred Stock automatically converted into 290,204 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

- (5) dispositive power over the shares held by NLSF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. Such persons and entities disclaim beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

- (6) 129,232 shares of Series B Preferred Stock automatically converted into 145,101 shares of Common Stock, on a 1.1228-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and had no expiration date.

Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

- (7) dispositive power over the shares held by NLPF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. Such persons and entities disclaim beneficial ownership of shares held by NLPF, except to the extent of any pecuniary interest therein.

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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