

CVENT INC

Form 4

December 01, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ghoorah Charles V.

(Last) (First) (Middle)

C/O CVENT INC, 1765
GREENSBORO STATION
PLACE, 7TH FLOOR

(Street)

TYSONS CORNER, VA 22102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

CVENT INC [CVT]

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

11/29/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President of Sales & Marketing

6. Individual or Joint/Group Filing (Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2016		D	Amount 215,784 (1) (2)	(A) or (D) Price D (2) 0	D	
Common Stock	11/29/2016		J(3)	13,888	D \$ 36 99,612	I	See Footnote (4)
Common Stock	11/29/2016		D	99,612	D (5) 0	I	See Footnote (4)
Common Stock	11/29/2016		J(6)	97,222	D \$ 36 808,153	I	See Footnote

Common Stock	11/29/2016	D	808,153	D	<u>(5)</u>	0	I	(7) See Footnote (7)
-----------------	------------	---	---------	---	------------	---	---	-------------------------------

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Employee Stock Option (Right to Buy)	\$ 1.8	11/29/2016		D		37,381		<u>(8)</u>	03/11/2021	Common Stock	37,381
Employee Stock Option (Right to Buy)	\$ 27.84	11/29/2016		D		76,982		<u>(8)</u>	12/31/2024	Common Stock	76,982
Employee Stock Option (Right to Buy)	\$ 32.43	11/29/2016		D		26,622		<u>(8)</u>	10/15/2025	Common Stock	26,622
Employee Stock Option (Right to Buy)	\$ 21.73	11/29/2016		D		88,794		<u>(8)</u>	04/06/2026	Common Stock	88,794

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghoorah Charles V. C/O CVENT INC 1765 GREENSBORO STATION PLACE, 7TH FLOOR TYSONS CORNER, VA 22102			President of Sales & Marketing	

Signatures

/s/ Lawrence Samuelson,
Attorney-in-Fact

12/01/2016

__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) Includes 75,699 unvested Restricted Stock Units ("Unvested RSUs"). Pursuant to that certain Agreement and Plan of Merger, dated April 17, 2016, between the Issuer, Papay Holdco, LLC ("Parent") and Papay Merger Sub, Inc. (the "Merger Agreement"), of these Unvested RSUs, (x) the Unvested RSUs that were scheduled to vest before April 1, 2017 were cancelled in the merger in exchange for a cash payment of \$36.00 per unit; (y) the Unvested RSUs that were scheduled to vest between April 1, 2017 and December 31, 2017 will vest pursuant to their existing vesting schedules and will be entitled to receive a cash payment of \$36.00 per unit on their applicable vesting dates; and (z) the Unvested RSUs that were scheduled to vest on or after January 1, 2018 will vest on January 1, 2018 and will receive a cash payment of \$36.00 per unit on such date. These transactions were exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(2) The common stock was disposed of pursuant to the Merger Agreement in exchange for a cash payment of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(3) Pursuant to a Rollover Contribution Agreement ("Rollover Contribution Agreement"), by and between Parent and the Charles V. Ghoorah Irrevocable Trust (2013), the Charles V. Ghoorah Irrevocable Trust (2013) contributed these shares of common stock to Parent in exchange for a number of Parent's limited partnership interests calculated pursuant to the Rollover Contribution Agreement, effective as of the Effective Time (as defined in the Merger Agreement), at a value of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(4) The shares were held directly by Charles V. Ghoorah Irrevocable Trust (2013), for which the Reporting Person serves as trustee. The Reporting Person disclaims beneficial ownership of the shares held by said Trust, and this report should not be deemed an admission that the Reporting Person was the beneficial owner of said Trust's shares for purposes of Section 16 or for any other purpose.

(5) Disposed of pursuant to the Merger Agreement, in exchange for a cash payment of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(6) Pursuant to a Rollover Contribution Agreement, by and between Parent and the Charles Vijendra Ghoorah Irrevocable Trust (2013), the Charles Vijendra Ghoorah Irrevocable Trust (2013) contributed these shares of common stock to Parent in exchange for a number of Parent's limited partnership interests calculated pursuant to the Rollover Contribution Agreement, effective as of the Effective Time, at a value of \$36.00 per share. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(7) The shares were held directly by the Charles Vijendra Ghoorah Irrevocable Trust (2013), for which the Reporting Person serves as trustee.

(8) Pursuant to the Merger Agreement, this employee stock option was cancelled in exchange for a cash amount equal to the difference between \$36.00 per share and the exercise price per share of the option, less applicable withholding taxes. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

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

Edgar Filing: CVENT INC - Form 4

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.