

BROWN MICHAEL MAURICE
Form 4
March 29, 2012

FORM 4

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

OMB APPROVAL

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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 Partners VIII Side Fund, LLC

(Last) (First) (Middle)

930 WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ExactTarget, Inc. [ET]

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2012

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/27/2012		C		6,715,124 (2)	A	(1) 6,735,124 (2)	I	See footnote (8)
Common Stock	03/27/2012		C		2,169,980 (2)	A	(4) 8,905,104 (2)	I	See footnote (9)
Common Stock	03/27/2012		C		903,108 (2)	A	(6) 9,808,212 (2)	I	See footnote (10)

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Convertible Preferred Stock	<u>(1)</u>	03/27/2012		C		3,357,562 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	6,715, <u>(2)</u>
Series E Convertible Preferred Stock	<u>(4)</u>	03/27/2012		C		1,084,990 <u>(2)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock	2,169, <u>(2)</u>
Series G Convertible Preferred Stock	<u>(6)</u>	03/27/2012		C		451,554 <u>(2)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock	903,1 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Partners VIII Side Fund, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
BROWN MICHAEL MAURICE 20 NORTH MERIDIAN STREET SUITE 200 INDIANAPOLIS, IN 46204	X	X		
TOBIN SCOTT R 930 WINTER STREET WALTHAM, MA 02451			X	
TABORS R DAVID 930 WINTER STREET		X		

SUITE 2500
WALTHAM, MA 02451

Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Partners VIII Side Fund, LLC	03/29/2012
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Michael M. Brown	03/29/2012
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Scott R. Tobin	03/29/2012
**Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for R. David Tabors	03/29/2012
**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 D Convertible Preferred Stock automatically converted into Common Stock on a 2-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

The shares reported in column 7 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P. and 3,357,562 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (3) The Series E Convertible Preferred Stock automatically converted into Common Stock on a 2-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

The shares reported in column 7 include 1,084,990 owned of record by Battery Ventures VIII Side Fund, L.P. and 1,084,990 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (5) The Series G Convertible Preferred Stock automatically converted into Common Stock on a 2-for-1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

The shares reported in column 7 include 451,554 owned of record by Battery Ventures VIII Side Fund, L.P. and 451,554 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (7)

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(8) The shares reported in column 7 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P., 3,357,562 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

(9) The shares reported in column 7 include 4,442,552 owned of record by Battery Ventures VIII Side Fund, L.P., 4,442,552 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

(10) The shares reported in column 7 include 4,894,106 owned of record by Battery Ventures VIII Side Fund, L.P., 4,894,106 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding equity securities. Due to the

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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