

3PAR Inc.
Form 4
May 29, 2008

FORM 4

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

OMB APPROVAL

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

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 *
WEI JAMES

(Last) (First) (Middle)

**2207 BRIDGEPOINTE
PARKWAY, SUITE 100**

(Street)

SAN MATEO, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
3PAR Inc. [PAR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|-------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/29/2008 | | P | | 149,593 | A | \$ 8.5 | 2,924,535 | I | See footnote. (1) |
| Common Stock | 05/29/2008 | | P | | 24,303 | A | \$ 8.5 | 475,123 | I | See footnote. (2) |
| Common Stock | 05/29/2008 | | P | | 1,104 | A | \$ 8.5 | 21,579 | I | See footnote. (3) |
| Common Stock | | | | | | | | 3,493,387 | I | See footnote. |

| | | | |
|--------------|-----------|---|-----------------------------|
| Common Stock | 1,069,404 | I | (4) See footnote. (5) |
| Common Stock | 148,289 | I | See footnote. (6) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEI JAMES 2207 BRIDGEPOINTE PARKWAY SUITE 100 SAN MATEO, CA 94404 | X | X | | |
| WORLDVIEW TECHNOLOGY PARTNERS IV LP 2207 BRIDGEPOINTE PARKWAY, SUITE 100 SAN MATEO, CA 94404 | | | X | |
| WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P. 2207 BRIDGEPOINTE PARKWAY, SUITE 100 SAN MATEO, CA 94404 | | | X | |

WORLDVIEW STRATEGIC PARTNERS IV LP
2207 BRIDGEPOINTE PARKWAY, SUITE 100 X
SAN MATEO, CA 94404

Orsak Michael
2207 BRIDGEPOINTE PARKWAY X
SUITE 100
SAN MATEO, CA 94404

Tanaka Susumu
16F, SHINJUKU MITSUI #2 BUILDING X
3-2-11 NISHI-SHINJUKU
SHINJUKU-KU, TOKYO 160-0023, M0

Signatures

James Strawbridge, by power of attorney for James Wei 05/29/2008
 __Signature of Reporting Person Date

Worldview Technology Partners IV, L.P., by Worldview Capital IV, L.P., its general partner,
by Worldview Equity I, L.L.C., its general partner, by James Strawbridge, by power of 05/29/2008
attorney for James Wei, a Managing Member
 __Signature of Reporting Person Date

Worldview Technology International IV, L.P., by Worldview Capital IV, L.P., its general
partner, by Worldview Equity I, L.L.C., its general partner, by James Strawbridge, by power 05/29/2008
of attorney for James Wei, a Managing Member
 __Signature of Reporting Person Date

Worldview Strategic Partners IV, L.P., by Worldview Capital IV, L.P., its general partner, by
Worldview Equity I, L.L.C., its general partner, by James Strawbridge, by power of attorney 05/29/2008
for James Wei, a Managing Member
 __Signature of Reporting Person Date

James Strawbridge, by power of attorney for Michael Orsak 05/29/2008
 __Signature of Reporting Person Date

James Strawbridge, by power of attorney for Susumu Tanaka 05/29/2008
 __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).

- Shares are held directly by Worldview Technology Partners IV, L.P. ("WTP IV"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of
- (1) Worldview Capital IV, L.P., which is the General Partner of WTP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WTP IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (2) Shares are held directly by Worldview Technology International IV, L.P. ("WTI IV"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of Worldview Capital IV, L.P., which is the General Partner of WTI IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have

Edgar Filing: 3PAR Inc. - Form 4

shared voting and dispositive power over the shares which are owned directly by WTI IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Strategic Partners IV, L.P. ("WSP IV"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (3) Worldview Capital IV, L.P., which is the General Partner of WSP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WSP IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Technology Partners II, L.P. ("WTP II"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (4) Worldview Capital II, L.P., which is the General Partner of WTP II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WTP II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Technology International II, L.P. ("WTI II"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (5) Worldview Capital II, L.P., which is the General Partner of WTI II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WTI II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Shares are held directly by Worldview Strategic Partners II, L.P. ("WSP II"). James Wei, a director of the issuer, Mike Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of Worldview

- (6) Capital II, L.P., which is the General Partner of WSP II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive power over the shares which are owned directly by WSP II, but each disclaims beneficial ownership of such shares except to the extent of his 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.

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.