

Fenton Noel J  
 Form 5  
 March 28, 2011

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**Fenton Noel J**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**LoopNet, Inc. [LOOP]**  
 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

**3000 SAND HILL ROAD, BUILDING 4, SUITE 160**  
 (Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

**MENLO PARK, CA 94025**  
 (City) (State) (Zip)

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)	(A) Amount	or (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/03/2010	Â	G5 <sup>(1)</sup>	4,783 D	\$ 0	30,000	I <sup>(2)</sup>	By The Fenton Family Trust	
Common Stock	Â	Â	Â	Â	Â	1,446,577	I	By Trinity Ventures VI, L.P. <sup>(3)</sup>	
Common Stock	Â	Â	Â	Â	Â	16,220	I	By Trinity Side-By-Side Fund, L.P. <sup>(3)</sup>	

Common Stock	Â	Â	Â	Â	Â	Â	21,577	I	By Trinity IX Entrepreneurs' Fund, L.P. <sup>(3)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (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. of D Se B O E Is Fi (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A) (D)			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenton Noel J 3000 SAND HILL ROAD BUILDING 4, SUITE 160 MENLO PARK, CA 94025	Â X	Â	Â	Â

## Signatures

/s/ Maria T. Valles, as  
Attorney-in-Fact

03/28/2011

\*\*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 shares were gifted to the Fenton Family Foundation.
- (2) The ownership of the shares which was reported in prior filings as being held directly by the Reporting Person is hereby corrected to reflect that the shares are held indirectly by the Fenton Family Trust, of which the Reporting Person is a trustee.  
The Reporting Person is a managing member of Trinity TVL IX, LLC, the General Partner of Trinity Ventures IX, L.P, Trinity IX
- (3) Side-By-Side Fund, LP and Trinity IX Entrepreneurs' Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares reported, except to the extent of his pecuniary interest therein.

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