

LIFELOCK, INC.
Form 4
October 05, 2012

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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
LIFELOCK, INC. [LOCK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 WEST STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/03-04:00/2012

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

NEW YORK, NY 10282

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

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

(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 | 10/03-04:00/2012 | | P | 250 A | \$ 8.79 250 | I | See footnotes (1) (2) (6) |
| Common Stock | 10/03-04:00/2012 | | S | 250 D | \$ 8.72 0 | I | See footnotes (1) (2) (6) |
| Common Stock | 10/03-04:00/2012 | | P | 850 A | \$ 8.7141 850 | I | See footnotes (1) (2) (6) |
| Common Stock | 10/03-04:00/2012 | | S | 850 D | \$ 8.62 0 | I | See footnotes (1) (2) (6) |

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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 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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Preferred Stock | (6) | | | | | (6) | (6) | Common Stock | 4,000,000 (6) |
| Series D Preferred Stock | (6) | | | | | (6) | (6) | Common Stock | 713,179 (6) |
| Series E-2 Preferred Stock | (6) | | | | | (6) | (6) | Common Stock | 3,400,249 (6) |
| Warrants | (7) | | | | | (7) | (7) | Series E-2 Preferred Stock | (7) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GOLDMAN SACHS GROUP INC
200 WEST STREET
NEW YORK, NY 10282

GOLDMAN SACHS & CO
200 WEST STREET
NEW YORK, NY 10282

Signatures

/s/ Yvette Kosic,
Attorney-in-fact 10/05-04:00/2012

__Signature of Reporting Person Date

/s/ Yvette Kosic,
Attorney-in-fact 10/05-04:00/2012

__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) This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) The shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of LifeLock, Inc. (the "Company") reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs and indirectly by GS Group. Without admitting any legal obligation, Goldman Sachs or another wholly-owned subsidiary of GS Group will remit appropriate profits, if any, to the Company.

(3) GS Group may be deemed to beneficially own indirectly 4,000,000 shares of Common Stock by reason of the direct beneficial ownership of 4,000,000 shares of Series C preferred stock, par value \$0.001 per share (the "Series C Preferred Stock") by Goldman Sachs.

(4) GS Group may be deemed to beneficially own indirectly 713,179 shares of Common Stock by reason of the direct beneficial ownership of 713,179 shares of Series D preferred stock, par value \$0.001 per share (the "Series D Preferred Stock") by Goldman Sachs.

(5) GS Group may be deemed to beneficially own indirectly 2,284,960 shares of Common Stock (subject to adjustment, as described in the S-1, defined below) by reason of the direct beneficial ownership of 2,284,960 shares of Series E-2 preferred stock, par value \$0.001 per share (the "Series E-2 Preferred Stock") by Goldman Sachs.

(6) Each share of Series C Preferred Stock and Series D Preferred Stock will automatically convert into one share of Common Stock immediately prior to the closing of the initial public offering of the Company's Common Stock (the "IPO"). As described in the Company's registration statement filed with the U.S. Securities and Exchange Commission on October 3, 2012 (the "S-1"), the Series E-2 Preferred Stock, par value \$0.001 per share (the "Series E-2 Preferred Stock") will automatically convert into a number of shares of Common Stock that depends in part on the IPO price of the Common Stock. Based on an IPO price of \$9.00 per share, as set forth on the cover page of the S-1, Goldman Sachs will receive an aggregate of 3,400,249 shares of Common Stock from the conversion of the Series E-2 Preferred Stock (subject to possible adjustments, as described in the S-1).

(7) Goldman Sachs holds 571,240 warrants (the "Warrants") to purchase shares of Series E-2 Preferred Stock. The Warrants will terminate automatically upon the closing of the IPO.

(8) Reflects a weighted average purchase price of \$8.7141 per share, at prices ranging from \$8.71 to \$8.72 per share. Upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price will be provided.

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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