

A10 Networks, Inc.
Form 4
March 28, 2014

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 *
SUMMIT PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
A10 Networks, Inc. [ATEN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
222 BERKELEY STREET, 18TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2014

____ Director
____ Officer (give title below) Other (specify below)
Manager of GP of 10% Owner

BOSTON, MA 02116
(City) (State) (Zip)

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

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	03/26/2014		C	V 9,427,846 A	(1) 9,427,846 (2)	I	See Remarks.

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)

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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
Series D Redeemable Convertible Preferred Stock	(1)	03/26/2014		C	80,000	(1)	(3)	Common Stock	9,427,842

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUMMIT PARTNERS L P 222 BERKELEY STREET 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
Summit Investors Management, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% Owner
SUMMIT PARTNERS GE VIII, L.P. 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				GP of 10% owner
Summit Partners GE VIII, LLC 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				GP of 10% owner
MANNION MARTIN J C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR BOSTON, MA 02116				Manager of GP of 10% owner

Signatures

Summit Partners, L.P., by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph F. Trustey, Member 03/28/2014

**Signature of Reporting Person Date

Summit Investors Management, LLC, by Summit Partners, L.P., its Managing Member, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member 03/28/2014

**Signature of Reporting Person Date

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Summit Partners GE VIII, L.P., by Summit Partners GE VIII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member

03/28/2014

__Signature of Reporting Person

Date

Summit Partners GE VIII, LLC, its General Partner, by Summit Partners, L.P., its Manager, by Summit Master Company, LLC, its General Partner, by Robin W. Devereux, POA for Joseph Trustey, Member

03/28/2014

__Signature of Reporting Person

Date

Robin W. Devereux, POA for Martin J. Mannion

03/28/2014

__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) In connection with the closing of A10 Networks, Inc.'s (the "Issuer") initial public offering of common stock on March 26, 2014, each share of Series D Redeemable Convertible Preferred Stock automatically converted into shares of common stock at a conversion ratio of 117.8481-to-one. Prior to the conversion, each share of Series D Redeemable Convertible Preferred Stock was convertible without payment of further consideration.

(2) The common stock is held as follows: 6,873,136 in the name of Summit Partners Growth Equity Fund VIII-A, L.P.; 2,510,989 in the name of Summit Partners Growth Equity Fund VIII-B, L.P.; 40,186 in the name of Summit Investors I, LLC; and 3,535 in the name of Summit Investors I (UK), L.P.

(3) The Series D Redeemable Convertible Preferred Stock had no expiration date.

Remarks:

Summit Partners, L.P. is (i) the managing member of Summit Partners GE VIII, LLC, which is the general partner of Summit

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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