

AEROHIVE NETWORKS, INC  
 Form 4  
 May 29, 2015

**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 \*  
**DENG FENG**

2. Issuer Name and Ticker or Trading Symbol  
**AEROHIVE NETWORKS, INC [HIVE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/27/2015**

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

**SUITE 1701, HUTCHISON HOUSE, 10 HARCOURT ROAD, CENTRAL**

(Street)

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

**HONG KONG, K3**

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock <sup>(1)</sup>	05/27/2015		A	23,295 A \$ 0	41,580	D	
Common Stock					5,928,379	I	See footnote <sup>(2)</sup>
Common Stock					1,302,003	I	See footnote <sup>(3)</sup>
Common Stock					651,000	I	See footnote <sup>(4)</sup>



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- Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
- (3) dispositive power over the shares held by NLSF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. The Reporting Person disclaims beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

- Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
- (4) dispositive power over the shares held by NLPF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. The Reporting Person disclaims beneficial ownership of shares held by NLPF, except to the extent of any 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.

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