

LIFELOCK, INC.
Form 3
October 02, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOLDMAN SACHS GROUP INC			(Month/Day/Year)	LIFELOCK, INC. [LOCK]	
(Last)	(First)	(Middle)	10/02-04:00/2012	4. Relationship of Reporting Person(s) to Issuer	
200 WEST STREET				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
NEW YORK, Â NY Â 10282				5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)		6. Individual or Joint/Group Filing(Check Applicable Line)	
				<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Series C Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	4,000,000 <u>(5)</u>	\$ 0	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(5)</u>
Series D Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	713,179 <u>(5)</u>	\$ 0	I	See footnotes <u>(1)</u> <u>(3)</u> <u>(5)</u>
Series E-2 Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	2,914,238 <u>(4)</u> <u>(5)</u>	\$ 0	I	See footnotes <u>(1)</u> <u>(4)</u> <u>(5)</u>
Warrants	Â <u>(6)</u>	Â <u>(6)</u>	Series E-2 Preferred Stock	<u>(6)</u>	\$ 0	I	See footnotes <u>(1)</u> <u>(4)</u> <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	Â	Â	Â
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	Â	Â	Â	Â

Signatures

/s/ Yvette Kusic,
Attorney-in-fact

10/02-04:00/2012

Signature of Reporting Person

Date

/s/ Yvette Kusic,
Attorney-in-fact

10/02-04:00/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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.

(1) GS Group may be deemed to beneficially own indirectly 4,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock") of LifeLock, Inc. (the "Company"), 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.

(2) 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.

(3) 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.

(4) 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

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Company's registration statement filed with the U.S. Securities and Exchange Commission on September 27, 2012 (the "S-1"), 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. If the anticipated IPO price is equal to \$10.50 per share, the midpoint of the price range set forth on the cover page of the S-1, Goldman Sachs will receive an aggregate of 2,914,238 shares of Common Stock from the conversion of the Series E-2 Preferred Stock (as described in the S-1).

- (6) 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.

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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