

Edgar Filing: PRISM VENTURE PARTNERS IV L P - Form 4

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Benson Steven J. C/O PRISM VENTURE PARTNERS 177 KENDRICK STREET, SUITE 200 NEEDHAM, MA 02494 | X | X | | |
| PRISM VENTURE PARTNERS IV L P 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494 | | X | | |
| PRISM INVESTMENT PARTNERS IV LP 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494 | | X | | |
| Prism Venture Partners IV, LLC 177 KENDRICK STREET SUITE 200 NEEDHAM, MA 02494 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, pursuant to a Power of Attorney, dated 11/30/09 attached hereto. | 06/14/2010 |
| __Signature of Reporting Person | Date |
| /s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, Managing Member of PVP IV LLC, general partner of PIP IV, general partner of PVP IV, pursuant to a Power of Attorney attached hereto. | 06/14/2010 |
| __Signature of Reporting Person | Date |
| /s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, Managing Member of PVP IV LLC, general partner of PIP IV, pursuant to a Power of Attorney, dated 11/30/09 attached hereto. | 06/14/2010 |
| __Signature of Reporting Person | Date |
| /s/ Alyssa Scaparotti as Attorney-in-Fact on behalf of Steven J. Benson, Managing Member of PVP IV LLC, pursuant to a Power of Attorney, dated 11/30/09 attached hereto. | 06/14/2010 |
| __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 price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was 27.00 to 27.11 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Consists of securities held directly by Prism Venture Partners IV, L.P. ("PVP IV"). Prism Investment Partners IV, L.P. ("PIP IV") is the sole general partner of PVP IV. Prism Venture Partners IV, LLC ("PVP IV LLC") is the sole general partner of PIP IV. Steven J. Benson ("Benson") is a member of PVP IV LLC. Each of PIP IV, PVP IV LLC and Benson may be deemed to beneficially own the shares held by PVP IV, but each of PIP IV, PVP IV LLC and Benson disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
 - (3) The price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was 27.00 to 27.39 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.