

SolarWinds, Inc.
Form SC 13G/A
February 16, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

SolarWinds, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

83416B109

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: SolarWinds, Inc. - Form SC 13G/A

CUSIP No. 83416B109

13G

Page 2 of 21 Pages

1	NAME OF REPORTING PERSON	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)
	1. Title of Security (Instr. 3)							
	Code V Amount (D)				Price			
					\$			
Common Stock		09/27/2017		D	19,991	D 22 0 D		
					(1)			
					\$			
Common Stock		09/27/2017		D	148,271	D 22 0 I	By Meson Capital L.P.	
					(1)		(2)	
					\$			
Common Stock		09/27/2017		D	614,000	D 22 0 I	By Meson Constructive Capital LP	
					(1)		(2)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number of Shares
Series A Convertible Preferred Stock	\$ 8	09/27/2017		D	338	09/08/2014 (3)	Common Stock 1,0
Series A Convertible Preferred Stock	\$ 8	09/27/2017		D	7,699	09/08/2014 (3)	Common Stock 23,
Warrant	\$ 10	09/27/2017		D	27,500	07/06/2016 07/08/2021	Common 27,

Stock

Warrant \$ 10 09/27/2017 D 307,000 07/06/2016 07/08/2021 Common Stock 307

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Ryan J. C/O SEVCON, INC. 155 NORTHBORO ROAD SOUTHBOROUGH, MA 01772	X	X		

Signatures

/s/ Matthew C. Dallett at attorney-in-fact 09/29/2017

**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) Disposed of pursuant to merger agreement by and among Issuer, BorgWarner Inc. and Slade Merger Sub Inc. for a cash payment of the per share price noted.
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.
- (3) The Series A Convertible Preferred Stock had no expiration date.
- (4) This warrant was repurchased by the Issuer in connection with the closing under the merger agreement for a per share price equal to the spread between \$22.00 and the exercise 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.

396.75pt">(a) []

(b) []

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5

SOLE VOTING POWER

113,362

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6

SHARED VOTING POWER

0

7

SOLE DISPOSITIVE POWER

113,362

8

SHARED DISPOSITIVE POWER

0

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

113,362

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

Explanation of Responses:

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12

TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners (Cayman) IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Cayman Islands

	5	SOLE VOTING POWER
		122,978
NUMBER OF	6	SHARED VOTING POWER
SHARES		
BENEFICIALLY		0
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		122,978
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

122,978

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Insight Venture Partners IV (Fund B), L.P.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		7,312
NUMBER OF	6	SHARED VOTING POWER
SHARES		0
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		7,312
EACH		
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,312

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

*Less than 1%

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Insight Venture Associates IV, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		0
NUMBER OF	6	SHARED VOTING POWER
SHARES		
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		1,163,519
EACH		
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON		0
WITH:		

9 1,163,519
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,163,519
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 N/A
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.8%
 TYPE OF REPORTING PERSON*

OO

CUSIP No. 83416B109

13G

Page 7 of 21 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		3,543,628
NUMBER OF	6	SHARED VOTING POWER
SHARES		0
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		3,543,628
EACH		
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,543,628

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.4%

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners V (Employee Co-Investors), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		208,379
NUMBER OF	6	SHARED VOTING POWER
SHARES		0
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		208,379
EACH		
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

208,379

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners (Cayman) V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		1,072,958
NUMBER OF	6	SHARED VOTING POWER
SHARES		0
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		1,072,958
EACH		
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,072,958

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.6%

12 TYPE OF REPORTING PERSON*

PN

CUSIP No. 83416B109

13G

Page 10 of 21 Pages

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Insight Venture Partners V Coinvestment Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		3,593,059
NUMBER OF	6	SHARED VOTING POWER
SHARES		0
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		3,593,059
EACH		
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,593,059

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.5%

12 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Insight Venture Associates V, L.L.C.
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		0
NUMBER OF	6	SHARED VOTING POWER
SHARES		
BENEFICIALLY	7	8,418,024
OWNED BY		SOLE DISPOSITIVE POWER
EACH		0
REPORTING		
PERSON	8	SHARED DISPOSITIVE POWER
WITH:		

9 8,418,024
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 8,418,024
 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 N/A
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 12.9%
 TYPE OF REPORTING PERSON*

OO

CUSIP No. 83416B109

13G

Page 12 of 21 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 Insight Holdings Group, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY
CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

	5	SOLE VOTING POWER
		0
NUMBER OF	6	SHARED VOTING POWER
SHARES		9,581,543
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY		0
EACH		
REPORTING		
PERSON		
WITH:	8	SHARED DISPOSITIVE POWER
		9,581,543

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,581,543

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

14.7%

12 TYPE OF REPORTING PERSON*

OO

Edgar Filing: SolarWinds, Inc. - Form SC 13G/A

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G (the "Initial Schedule 13G") filed by Insight Holdings Group, LLC, Insight Venture Associates IV, L.L.C., the Insight IV Funds (as defined below), Insight Venture Associates V, L.L.C. and the Insight V Funds (as defined below) with the Securities and Exchange Commission with respect to the Common Stock, par value \$0.001 per share (the "Common Stock") of SolarWinds, Inc. (the "Company") on November 2, 2009.

Item 1(a): Name of Issuer:

SolarWinds, Inc.

Item 1(b): Address of Issuer's Principal Executive Offices:

3711 South MoPac Expressway

Building Two

Austin, Texas 78746

Item 2(a): Name of Person Filing:

This Amendment No. 1 to Schedule 13G is filed by Insight Venture Partners IV, L.P., Insight Venture Partners IV (Fund B), L.P., Insight Venture Partners IV (Co-Investors), L.P. and Insight Venture Partners (Cayman) IV, L.P. (collectively, the "Insight IV Funds") and Insight Venture Partners V, L.P., Insight Venture Partners V Coinvestment Fund, L.P., Insight Venture Partners V (Employee Co-Investors), L.P. and Insight Venture Partners (Cayman) V, L.P. (collectively, the "Insight V Funds" and together with the Insight IV Funds, the "Insight Funds"). The general partner of each of the Insight IV Funds is Insight Venture Associates IV, L.L.C. ("Insight Associates IV"). The general partner of each of the Insight V Funds is Insight Venture Associates V, L.L.C. ("Insight Associates V"). The managing member of Insight Associates IV and Insight Associates V is Insight Holdings Group, LLC ("Insight Holdings"). Insight Holdings may be deemed to beneficially own the Common Stock held by each of the Insight Funds by virtue of its control over Insight Associates IV and Insight Associates V. Insight Associates IV may be deemed to beneficially own the Common Stock held by the Insight IV Funds by virtue of its control over the Insight IV Funds. Insight Associates V may be deemed to beneficially own the Common Stock held by the Insight V Funds by virtue of its control over the Insight V Funds. The foregoing is not an admission by Insight Holdings, Insight Associates IV or Insight Associates V that it is the beneficial owner of any Common Stock held by the Insight Funds, nor is it an admission by any of the Insight Funds that it is the beneficial owner of the Common Stock held by the other Insight Funds. Insight Holdings, Insight Associates IV, Insight Associates V and the Insight Funds are sometimes collectively referred to herein as the "Reporting Persons."

Item 2(b): Address of Principal Business Office or, if None, Residence:

The address of the principal business office of the Reporting Persons is 680 Fifth Avenue, 8th Floor, New York, New York 10019.

Item 2(c): Citizenship

Insight Venture Partners IV, L.P. is a Delaware limited partnership, Insight Venture Partners IV (Co-Investors), L.P. is a Delaware limited partnership, Insight Venture Partners (Cayman) IV, L.P. is a Cayman Islands limited partnership, Insight Venture Partners IV (Fund B), L.P. is a Delaware limited partnership, Insight Associates IV is a Delaware limited liability company, Insight Venture Partners V, L.P. is a Delaware limited

Edgar Filing: SolarWinds, Inc. - Form SC 13G/A

partnership, Insight Venture Partners V (Employee Co-investors), L.P. is a Delaware limited partnership, Insight Venture Partners (Cayman) V, L.P. is a Cayman Islands limited partnership, Insight Venture Partners V Coinvestment Fund, L.P. is a Delaware limited partnership, Insight Associates V is a Delaware limited liability company and Insight Holdings is a Delaware limited liability company.

Item 2(d): Title of Class of Securities:

Common Stock, par value \$0.001 per share

Item 2(e): Cusip Number

83416B109

Item 3: If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- A. Broker or dealer registered under Section 15 of the Act,
- B. Bank as defined in Section 3(a)(6) of the Act,
- C. Insurance Company as defined in Section 3(a)(19) of the Act,
- D. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- E. Investment Adviser in accordance with Rule 13d-1 (b)(1)(ii)(E),
- F. Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b)(1)(ii)(F),
- G. Parent Holding Company or control person in accordance with Rule 13d-1 (b)(1)(ii)(G),
- H. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- I. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- J. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4: Ownership:

A. Insight Venture Partners IV, L.P.

(a) Amount beneficially owned: 919,867

(b) Percent of class: 1.4%. The percentages used herein are calculated based upon a total of 65,081,061 shares of Common Stock issued and outstanding as of October 23, 2009, as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 919,867
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 919,867

-14-

Edgar Filing: SolarWinds, Inc. - Form SC 13G/A

- (iv) Shared power to dispose or direct the disposition: 0

B. Insight Venture Partners IV (Co-Investors), L.P.

(a) Amount beneficially owned: 113,362

(b) Percent of class: 0.2%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 113,362
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 113,362
- (iv) Shared power to dispose or direct the disposition: 0

C. Insight Venture Partners (Cayman) IV, L.P.

(a) Amount beneficially owned: 122,978

(b) Percent of class: 0.2%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 122,978
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 122,978
- (iv) Shared power to dispose or direct the disposition: 0

D. Insight Venture Partners IV (Fund B), L.P.

(a) Amount beneficially owned: 7,312

(b) Percent of class: Less than 1%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 7,312
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 7,312
- (iv) Shared power to dispose or direct the disposition: 0

E. Insight Venture Associates IV, L.L.C.

Explanation of Responses:

Edgar Filing: SolarWinds, Inc. - Form SC 13G/A

(a) Amount beneficially owned: 1,163,519

(b) Percent of class: 1.8%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 1,163,519
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 1,163,519

-15-

F. Insight Venture Partners V, L.P.

(a) Amount beneficially owned: 3,543,628

(b) Percent of class: 5.4%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 3,543,628
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 3,543,628
- (iv) Shared power to dispose or direct the disposition: 0

G. Insight Venture Partners V (Employee Co-Investors), L.P.

(a) Amount beneficially owned: 208,379

(b) Percent of class: 0.3%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 208,379
- (ii) Shared power to vote or direct the vote: 0
- (iv) Sole power to dispose or direct the disposition: 208,379
- (v) Shared power to dispose or direct the disposition: 0

H. Insight Venture Partners (Cayman) V, L.P.

(a) Amount beneficially owned: 1,072,958

(b) Percent of class: 1.6%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 1,072,958
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 1,072,958
- (iv) Shared power to dispose or direct the disposition: 0

I. Insight Venture Partners V Coinvestment Fund, L.P.

(a) Amount beneficially owned: 3,593,059

(b) Percent of class: 5.5%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 3,593,059
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: 3,593,059
- (iv) Shared power to dispose or direct the disposition: 0

-16-

J. Insight Venture Associates V, L.L.C.

(a) Amount beneficially owned: 8,418,024

(b) Percent of class: 12.9%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 8,418,024
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 8,418,024

K. Insight Holdings Group, LLC

(a) Amount beneficially owned: 9,581,543

(b) Percent of class: 14.7%.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 9,581,543
- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 9,581,543

Item 5: Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

N/A

Item 8: Identification and Classification of Members of the Group:

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. The agreement among the Reporting Persons to file jointly is attached as Exhibit 99.1 to the Initial Schedule 13G. Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock, other than those reported herein as being owned by it.

Item 9: Notice of Dissolution of Group:

N/A

Item 10: **Certification:**
N/A

-18-

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

INSIGHT VENTURE PARTNERS IV, L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS IV (CO-INVESTORS), L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS IV (FUND B), L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS (CAYMAN) IV, L.P.

By: Insight Venture Associates IV, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Explanation of Responses:

Name: Jeffrey Horing

Title: Managing Member

-19-

INSIGHT VENTURE ASSOCIATES IV, L.L.C.

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS V, L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS V (EMPLOYEE CO-INVESTORS), L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS (CAYMAN) V, L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT VENTURE PARTNERS V COINVESTMENT FUND, L.P.

By: Insight Venture Associates V, L.L.C., its general partner

By: Insight Holdings Group, LLC, its managing member

Explanation of Responses:

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

-20-

INSIGHT VENTURE ASSOCIATES V, L.L.C.

By: Insight Holdings Group, LLC, its managing member

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Jeffrey Horing

Name: Jeffrey Horing

Title: Managing Member

-21-