

OOMA INC
Form 3
July 16, 2015

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 WEI JAMES | | (Month/Day/Year) | OOMA INC [OOMA] | |
| (Last) | (First) | (Middle) | 07/16/2015 | |
| 101 S. ELLSWORTH AVENUE, Â SUITE 401 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN MATEO, Â CA Â 94401 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input 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) |
|---------------------------------|---|--|--|
| Common Stock | 38,333 | D | Â |
| Common Stock | 144,022 | I | By entities associated with Worldview Technology Partners <u>(1)</u> |

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

SEC 1473 (7-02)

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

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| 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) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (right to buy) | Â (2) | 02/21/2025 | Common Stock | 10,000 | \$ 9.18 | D | Â |
| Series Alpha Convertible Preferred Stock | Â (3) | Â (3) | Common Stock (3) | 5,957,128 | \$ (3) | I | By entities associated with Worldview Technology Partners (1) |
| Series Alpha-1 Convertible Preferred Stock | Â (4) | Â (4) | Common Stock (4) | 400,000 | \$ (4) | I | By entities associated with Worldview Technology Partners (1) |
| Series Beta Convertible Preferred Stock | Â (5) | Â (5) | Common Stock (5) | 95,814 | \$ (5) | I | By entities associated with Worldview Technology Partners (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEI JAMES 101 S. ELLSWORTH AVENUE SUITE 401 SAN MATEO, CA 94401 | Â X | Â X | Â | Â |

Signatures

/s/ James N. Strawbridge, as attorney-in-fact for
James Wei

07/16/2015

__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).

(1) Shares held directly by Worldview Strategic Partners IV, L.P. ("Strategic IV"), Worldview Technology International IV, L.P. ("International IV") and Worldview Technology Partners IV, L.P. ("Technology IV" and, together with Strategic IV and International IV, the "Worldview IV Funds"). Worldview Capital IV, L.P., the general partner of each of the Worldview IV Funds, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by the Worldview IV Funds. The Reporting Person, as a managing member of Worldview Equity I, L.L.C., may be deemed to

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share voting and dispositive power over the shares held by the Worldview IV Funds. The Reporting Person disclaims beneficial ownership of the shares held by the Worldview IV Funds, except to the extent of any pecuniary interest therein.

- (2) 1/48th of the option will vest on the one month anniversary of 2/22/2015 and 1/48th of the option shall vest monthly thereafter. The option is immediately exercisable.
- (3) The Series Alpha Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.
- (4) The Series Alpha -1 Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.

The Series Beta convertible preferred stock is convertible into the issuer's common stock on a one-for-one basis unless \$21.2028 is greater than 75% of the offering price per share, in which case each share of Series Beta convertible preferred stock is convertible into

- (5) that number of shares of common stock equal to the ratio of \$21.2028 divided by 75% of the offering price per share. No fractional shares of common stock will be issued upon conversion of Series Beta preferred stock. The Series Beta preferred stock has no expiration date and will automatically convert into common stock upon the closing of the issuer's initial public offering.

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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