

WORLDVIEW STRATEGIC PARTNERS II L P

Form 4

September 29, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEI JAMES

(Last) (First) (Middle)

**2207 BRIDGEPOINTE PARKWAY,
SUITE 100**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
3PAR Inc. [PAR]

3. Date of Earliest Transaction
(Month/Day/Year)

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/24/2010	09/24/2010	U		3,493,387	D	\$ 33 0		I	See Footnote (1)
Common Stock	09/24/2010	09/24/2010	U		3,138,019	D	\$ 33 0		I	See Footnote (2)
Common Stock	09/24/2010	09/24/2010	U		1,069,404	D	\$ 33 0		I	See Footnote (3)
Common Stock	09/24/2010	09/24/2010	U		509,804	D	\$ 33 0		I	See Footnote

Common Stock	09/24/2010	09/24/2010	U	148,289	D	\$ 33 0	I	(4) See Footnote (5)
Common Stock	09/24/2010	09/24/2010	U	23,155	D	\$ 33 0	I	See Footnote (6)

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

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(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 Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEI JAMES 2207 BRIDGEPOINTE PARKWAY, SUITE 100 MENLO PARK, CA 94025	X	X		
WORLDVIEW TECHNOLOGY PARTNERS II, L.P. C/O 3PAR INC.		X		
WORLDVIEW TECHNOLOGY PARTNERS IV LP C/O 3PAR INC.		X		
		X		

WORLDVIEW TECHNOLOGY INTERNATIONAL II, L.P.
C/O 3PAR INC.

WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P.
C/O 3PAR INC.

X

WORLDVIEW STRATEGIC PARTNERS II L P
C/O 3PAR INC.

X

WORLDVIEW STRATEGIC PARTNERS IV LP
C/O 3PAR INC.

X

Orsak Michael
C/O 3PAR INC.

X

Tanaka Susumu
C/O 3PAR INC.

X

Signatures

/s/ Mike Orsak by power of attorney for James Wei

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak, Worldview Equity I, LLC, its general partner, Worldview Capital II, L.P., its general partner for Worldview Technology Partners II, L.P.

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak, Worldview Equity I, LLC, its general partner, Worldview Capital IV, L.P., its general partner for Worldview Technology Partners IV, L.P.

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak, Worldview Equity I, LLC, its general partner, Worldview Capital II, L.P., its general partner for Worldview Technology International II, L.P.

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak, Worldview Equity I, LLC, its general partner, Worldview Capital IV, L.P., its general partner for Worldview Technology International IV, L.P.

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak, Worldview Equity I, LLC, its general partner, Worldview Capital II, L.P., its general partner for Worldview Strategic Partners II, L.P.

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak, Worldview Equity I, LLC, its general partner, Worldview Capital IV, L.P., its general partner for Worldview Strategic Partners IV, L.P.

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak for Michael Orsak

09/27/2010

__Signature of Reporting Person

Date

/s/ Mike Orsak by power of attorney for Susumu Tanaka

09/27/2010

__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).

These shares are owned directly by Worldview Technology Partners II, L.P. ("WTP II"). James Wei, a director of the issuer, Michael Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General

- (1) Partner of Worldview Capital II, L.P. which is the general partner of WTP II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive powers over the shares which are owned directly by WTP II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are owned directly by Worldview Technology Partners IV, L.P. ("WTP IV"). James Wei, a director of the issuer, Michael Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General

- (2) Partner of Worldview Capital IV, L.P. which is the general partner of WTP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive powers over the shares which are owned directly by WTP IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are owned directly by Worldview Technology International II, L.P. ("WTI II"). James Wei, a director of the issuer, Michael Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General

- (3) Partner of Worldview Capital II, L.P. which is the general partner of WTP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive powers over the shares which are owned directly by WTI II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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- (4) General Partner of Worldview Capital IV, L.P. which is the general partner of WTP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive powers over the shares which are owned directly by WTI IV, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are owned directly by Worldview Strategic Partners II, L.P. ("WSP II"). James Wei, a director of the issuer, Michael Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General Partner of

- (5) Worldview Capital II, L.P. which is the general partner of WSP II. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive powers over the shares which are owned directly by WSP II, but each disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

These shares are owned directly by Worldview Strategic Partners IV, L.P. ("WSP IV"). James Wei, a director of the issuer, Michael Orsak and Susumu Tanaka are managing members and have certain voting rights in Worldview Equity I, L.L.C. which is the General

- (6) Partner of Worldview Capital IV, L.P. which is the general partner of WSP IV. Each of Messrs. Wei, Orsak and Tanaka may be deemed to have shared voting and dispositive powers over the shares which are owned directly by WSP II, but each disclaims beneficial ownership of such shares except to the extent of his 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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