

BROWN MICHAEL MAURICE

Form 3

March 21, 2012

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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burden hours per  
response... 0.5**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 \*  
Â Battery Partners VIII Side  
Fund, LLC

(Last) (First) (Middle)

930 WINTER STREET,Â SUITE  
2500

(Street)

WALTHAM,Â MAÂ 02451

(City) (State) (Zip)

2. Date of Event Requiring  
Statement  
(Month/Day/Year)  
03/21/20123. Issuer Name and Ticker or Trading Symbol  
ExactTarget, Inc. [ET]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ 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

20,000 <sup>(8)</sup>

I

See footnote <sup>(1)</sup>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  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	6,715,124 (8)	\$ (2)	I	See footnote (3)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	2,169,980 (8)	\$ (4)	I	See footnote (5)
Series G Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	903,108 (8)	\$ (6)	I	See footnote (7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Partners VIII Side Fund, LLC 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
BROWN MICHAEL MAURICE 20 NORTH MERIDIAN STREET SUITE 200 INDIANAPOLIS,Â INÂ 46204	Â X	Â X	Â	Â
TOBIN SCOTT R 930 WINTER STREET WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â
TABORS R DAVID 930 WINTER STREET SUITE 2500 WALTHAM,Â MAÂ 02451	Â	Â X	Â	Â

## Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Partners VIII Side Fund, LLC 03/21/2012

\_\_Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Michael M. Brown 03/21/2012

\_\_Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Scott R. Tobin 03/21/2012

\_\_Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for R. David Tabors 03/21/2012

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).
- (1) Shares reported in column 2 represent shares held of record by Battery Management Company, LLC. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.
- (2) Shares of Series D Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.
- (3) The shares reported in column 3 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P. and 3,357,562 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (4) Shares of Series E Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.
- (5) The shares reported in column 3 include 1,084,990 owned of record by Battery Ventures VIII Side Fund, L.P. and 1,084,990 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (6) Shares of Series G Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.
- (7) The shares reported in column 3 include 451,554 owned of record by Battery Ventures VIII Side Fund, L.P. and 451,554 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (8) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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### Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding

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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