

CVENT INC
Form 4
January 21, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Insight Venture Partners VII, L.P.

(Last) (First) (Middle)

INSIGHT VENTURE ASSOCIATES VII, L.P., PO BOX 309, UGLAND HOUSE

(Street)

GRAND CAYMAN, E9 KY1-1104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CVENT INC [CVT]

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/16/2014 | | S | 885,545 D | \$ 35.5 4,819,479 | D (1) (5) (6) | |
| Common Stock | 01/16/2014 | | S | 389,836 D | \$ 35.5 2,121,636 | D (2) (5) (6) | |
| Common Stock | 01/16/2014 | | S | 20,498 D | \$ 35.5 111,549 | D (3) (5) (6) | |
| Common Stock | 01/16/2014 | | S | 56,013 D | \$ 35.5 304,847 | D (4) (5) (6) | |
| Common Stock | 01/16/2014 | | S | 1,351,892 D | \$ 35.5 7,357,511 | I | See Footnotes |

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Insight Venture Partners VII, L.P. INSIGHT VENTURE ASSOCIATES VII, L.P. PO BOX 309, UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104 | | X | | |
| Insight Venture Partners (Cayman) VII, L.P. INSIGHT VENTURE ASSOCIATES VII, L.P. P.O. BOX 309 UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104 | | X | | |
| Insight Venture Partners VII (Co-Investors), L.P. INSIGHT VENTURE ASSOCIATES VII, L.P., P.O. BOX 309 UGLAND HOUSE GRAND CAYMAN, E9 KY1-1104 | | X | | |
| Insight Venture Partners (Delaware) VII, L.P. 680 FIFTH AVENUE 8TH FLOOR NEW YORK, NY 10019 | | X | | |
| | | X | | |

Insight Venture Associates VII, Ltd.
PO BOX 309, UGLAND HOUSE
GRAND CAYMAN, E9 KY1-1104

Insight Venture Associates VII, L.P.
PO BOX 309, UGLAND HOUSE X
GRAND CAYMAN, E9 KY1-1104

Insight Holdings Group, LLC
680 FIFTH AVENUE, 8TH FLOOR X
NEW YORK, NY 10019

Signatures

INSIGHT VENTURE PARTNERS VII, L.P. By: Insight Venture Associates VII, L.P., its
general partner, By: Insight Venture Associates VII, Ltd., its general partner /s/ Blair M.
Flicker, attorney-in-fact

01/21/2014

__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) Shares held of record by Reporting Person Insight Venture Partners VII, L.P. ("IVP VII"). The underwriters of the Reported Transaction have been granted a 30-day option to purchase up to an additional 132,832 shares held by IVP VII, which will be issued to such underwriters upon an exercise of such option, if any.

(2) Shares held of record by Reporting Person Insight Venture Partners (Cayman) VII, L.P. ("IVP Cayman VII"). The underwriters of the Reported Transaction have been granted a 30-day option to purchase up to an additional 58,476 shares held by IVP Cayman VII, which will be issued to such underwriters upon an exercise of such option, if any.

(3) Shares held of record by Reporting Person Insight Venture Partners VII (Co-Investors), L.P. ("IVP VII Co-Investors"). The underwriters of the Reported Transaction have been granted a 30-day option to purchase up to an additional 3,074 shares held by IVP VII Co-Investors, which will be issued to such underwriters upon an exercise of such option, if any.

(4) Shares held of record by Reporting Person Insight Venture Partners (Delaware) VII, L.P. ("IVP Delaware VII," and together with IVP VII, IVP Cayman VII and IVP VII Co-Investors, the "Insight VII Funds"). The underwriters of the Reported Transaction have been granted a 30-day option to purchase up to an additional 8,402 shares held by IVP Delaware VII, which will be issued to such underwriters upon an exercise of such option, if any.

(5) The amount of shares listed as owned by each of the Insight VII Funds may be deemed to be attributable to Insight Holdings Group, LLC ("Insight Holdings") because Insight Holdings is the sole shareholder of Insight Venture Associates VII, Ltd. ("IVA Ltd"), which in turn is the general partner of Insight Venture Associates VII, L.P. ("IVP LP"), which in turn is the general partner of each of the Insight VII Funds. Jeff Horing, Deven Parekh and Peter Sobiloff are the members of the board of managers of Insight Holdings and share voting and dispositive control of the shares held by the Insight VII Funds. The foregoing is not an admission by IVP LP, IVA Ltd, Insight Holdings or Messrs. Horing, Parekh and Sobiloff that it or he is the beneficial owner of the shares held by the Insight VII Funds.

(6) Each of IVP LP, IVA Ltd, Insight Holdings, Messrs. Horing, Parekh and Sobiloff, and each Insight VII Fund disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest in the shares reported herein, if any.

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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