

HOAG JAY C  
Form 3  
March 21, 2012

**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)

<p>1. Name and Address of Reporting Person *</p> <p>HOAG JAY C</p> <p>(Last) (First) (Middle)</p> <p>C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET</p> <p>(Street)</p> <p>PALO ALTO, CA 94301</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/21/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ExactTarget, Inc. [ET]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>May be part of a 13(g) group</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	57,462	I	TCV VII, L.P. (1) (2)
Common Stock	29,842	I	TCV VII (A), L.P. (1) (3)

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			
Series D Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	7,038,600 (5)	\$ (4)	I	TCV VII, L.P. (1) (2)
Series F Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	1,330,834 (7)	\$ (6)	I	TCV VII, L.P. (1) (2)
Series G Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	1,018,220 (9)	\$ (8)	I	TCV VII, L.P. (1) (2)
Series D Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	3,655,314 (10)	\$ (4)	I	TCV VII (A), L.P. (1) (3)
Series F Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	691,132 (11)	\$ (6)	I	TCV VII (A), L.P. (1) (3)
Series G Convertible Preferred Stock	Â (8)	Â (8)	Common Stock	528,784 (12)	\$ (8)	I	TCV VII (A), L.P. (1) (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO,Â CAÂ 94301	Â	Â X	Â	May be part of a 13(g) group

Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	^	^ X	^	May be part of a 13(g) group
TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	^	^ X	^	May be part of a 13(g) group
TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	^	^ X	^	May be part of a 13(g) group
Technology Crossover Management VII, Ltd. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	^	^ X	^	May be part of a 13(g) group
Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	^	^ X	^	May be part of a 13(g) group

## Signatures

Frederic D. Fenton, Authorized signatory for TCV VII, L.P.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for TCV VII (A), L.P.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, Ltd.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, L.P.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jay C. Hoag	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Richard H. Kimball	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John L. Drew	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	03/21/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Robert W. Trudeau	03/21/2012
__Signature of Reporting Person	Date

Frederic D. Fenton, Authorized signatory for Christopher P. Marshall

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) This Form 3 is filed by more than one Reporting Person and is a joint filing with the Form 3 filed by TCV Member Fund, L.P. and Timothy P. McAdam, John C. Rosenberg, and David L. Yuan (and, together with Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, and Christopher P. Marshall, the "Class A Directors") on March 21, 2012.

(2) These securities are held directly by TCV VII, L.P. The Class A Directors are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII, L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 3.

(3) These securities are held directly by TCV VII (A), L.P. The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A), L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 3.

(4) 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.

(5) Represents number of shares of Common Stock underlying 3,519,300 shares of Series D Convertible Preferred Stock.

(6) Shares of Series F 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) Represents number of shares of Common Stock underlying 665,417 shares of Series F Convertible Preferred Stock.

(8) 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.

(9) Represents number of shares of Common Stock underlying 509,110 shares of Series G Convertible Preferred Stock.

(10) Represents number of shares of Common Stock underlying 1,827,657 shares of Series D Convertible Preferred Stock.

(11) Represents number of shares of Common Stock underlying 345,566 shares of Series F Convertible Preferred Stock.

(12) Represents number of shares of Common Stock underlying 264,392 shares of Series G Convertible Preferred Stock.

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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