

HARBOURVEST PARTNERS LLC
 Form 4
 May 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HarbourVest International Private
 Equity Partners V-Direct Fund L.P.

(Last) (First) (Middle)

C/O HARBOURVEST PARTNERS
 LLC, ONE FINANCIAL CENTER,
 44TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ENVIVIO INC [ENVI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/30/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common | 04/30/2012 | | C ⁽¹⁾⁽²⁾ | V Amount 1,077,458 (D) A | Price ⁽¹⁾ / ₍₂₎ 3,639,939 | D ⁽³⁾ | |

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

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SEC 1474
 (9-02)

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

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| 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Series G2 Preferred | (1) | 04/30/2012 | | C | 697,876 | 04/30/2012(1) 04/30/2012(1) | Common Stock 69 |
| Series H2 Preferred | (2) | 04/30/2012 | | C | 397,582 | 04/30/2012(2) 04/30/2012(2) | Common Stock 39 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| HarbourVest International Private Equity Partners V-Direct Fund L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER, 44TH FLOOR BOSTON, MA 02110 | | X | | |
| HIPEP V-Direct Associates L.P. C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER, 44TH FLOOR BOSTON, MA 02110 | | | | See Footnote 3 |
| HIPEP V-Direct Associates LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER, 44TH FLOOR BOSTON, MA 02110 | | | | See Footnote 3 |
| HARBOURVEST PARTNERS LLC C/O HARBOURVEST PARTNERS LLC ONE FINANCIAL CENTER, 44TH FLOOR BOSTON, MA 02110 | | | | See Footnote 3 |

Signatures

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| HarbourVest International Private Equity Partners V-Direct Fund L.P., By: HIPEP V-Direct Associates L.P., its General Partner, | 04/30/2012 |
| __Signature of Reporting Person | Date |
| By: HIPEP V-Direct Associates LLC, its General Partner, By: HarbourVest Partners LLC, its Managing Member, By: Martha D. Vorliceck, Managing Director | 04/30/2012 |
| __Signature of Reporting Person | Date |
| HIPEP V-Direct Associates L.P., By: HIPEP V-Direct Associates LLC, its General Partner, By: Harbourvest Partners LLC, its Managing Member, By: Martha D. Vorliceck, Managing Director | 04/30/2012 |

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| <u>Signature of Reporting Person</u> | Date |
|--------------------------------------------------------------------------------------------------------------------------------|------------|
| HIPEP V-Direct Associates LLC, By: HarbourVest Partners LLC, its Managing Member, By: Martha D. Vorlicek, Managing Director | 04/30/2012 |
| <u>Signature of Reporting Person</u> | Date |
| HarbourVest Partners LLC, By: Martha D. Vorlicek, Managing Director | 04/30/2012 |
| <u>Signature of Reporting Person</u> | 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) The Series G2 preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering, on a one-for-one basis and had no expiration date.
 - (2) The Series H2 preferred stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering, on a one-for-one basis and had no expiration date.
- These securities are owned solely by HarbourVest International Private Equity Partners V-Direct Fund L.P. Harbour Vest Partners LLC is the Managing Member of HIPEP V-Direct Associates LLC, which is the General Partner of HIPEP V-Direct Associates L.P., which is the General Partner of HarbourVest International Private Equity Partners V-Direct Fund L.P. Each of HarbourVest Partners LLC, HIPEP V-Direct Associates LLC and HIPEP V-Direct Associates L.P. may be deemed to have a beneficial interest in the shares held by HarbourVest International Private Equity Partners V-Direct Fund L.P. and each disclaims beneficial ownership of such shares except to the extent of its pecuniary interest which is subject to indeterminable future events.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.