

AEROHIVE NETWORKS, INC
 Form 3
 March 27, 2014

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)

| | | | | | |
|---|--|--|---|--|---|
| 1. Name and Address of Reporting Person * Â DENG FENG (Last) (First) (Middle) SUITE 1701, HUTCHISON HOUSE,Â 10 HARCOURT ROAD, CENTRAL (Street) HONG KONG,Â K3Â (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 03/27/2014 | 3. Issuer Name and Ticker or Trading Symbol AEROHIVE NETWORKS, INC [HIVE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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)

| 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|-------|-------|--------------|-----------|--------|----------------------------------|------------------|
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 2,168,410 | \$ (1) | I | See footnote (2) |
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 476,231 | \$ (1) | I | See footnote (3) |
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock | 238,115 | \$ (1) | I | See footnote (4) |
| Series B Preferred Stock | Â (5) | Â (5) | Common Stock | 1,321,380 | \$ (5) | I | See footnote (2) |
| Series B Preferred Stock | Â (6) | Â (6) | Common Stock | 290,204 | \$ (6) | I | See footnote (3) |
| Series B Preferred Stock | Â (7) | Â (7) | Common Stock | 145,101 | \$ (7) | I | See footnote (4) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 2,066,353 | \$ (1) | I | See footnote (2) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 453,817 | \$ (1) | I | See footnote (3) |
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 226,908 | \$ (1) | I | See footnote (4) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 338,143 | \$ (1) | I | See footnote (2) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 74,264 | \$ (1) | I | See footnote (3) |
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 37,132 | \$ (1) | I | See footnote (4) |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 34,093 | \$ (1) | I | See footnote (2) |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 7,487 | \$ (1) | I | See footnote (3) |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 3,744 | \$ (1) | I | See footnote (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DENG FENG SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG,Â K3Â | Â X | Â X | Â | Â |

Signatures

/s/ Jeffrey D. Lee, by power of Attorney for Feng
Deng

03/27/2014

__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).

Each share of Series A Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, and Series E Preferred Stock shall
(1) automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.

Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
(2) dispositive power over the shares held by NLVF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd., may be deemed to share voting and dispositive power over the shares held by NLVF. The Reporting Person disclaims beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
(3) dispositive power over the shares held by NLSF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd., may be deemed to share voting and dispositive power over the shares held by NLSF. The Reporting Person disclaims beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and
(4) dispositive power over the shares held by NLPF. The Reporting Person, as a director of Northern Light Venture Capital, Ltd., may be deemed to share voting and dispositive power over the shares held by NLPF. The Reporting Person disclaims beneficial ownership of shares held by NLPF, except to the extent of any pecuniary interest therein.

1,176,862 outstanding shares of Series B Preferred Stock shall automatically convert into 1,321,380 shares of Common Stock, on a
(5) 1.1228-for-one basis, immediately prior to the closing of the Issuer's initial public offering of common stock and there is no expiration date.

258,465 outstanding shares of Series B Preferred Stock shall automatically convert into 290,204 shares of Common Stock, on a
(6) 1.1228-for-one basis, immediately prior to the closing of the Issuer's initial public offering of common stock and there is no expiration date.

129,232 outstanding shares of Series B Preferred Stock shall automatically convert into 145,101 shares of Common Stock, on a
(7) 1.1228-for-one basis, immediately prior to the closing of the Issuer's initial public offering of common stock and there is no expiration date.

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Remarks:

Exhibit 24 - Power of Attorney

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.