

OOMA INC  
Form 3  
July 16, 2015

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Parker Sean N.		(Month/Day/Year)	OOMA INC [OOMA]	
(Last)	(First)	(Middle)	07/16/2015	
C/O OOMA, INC., 1880 EMBARCADERO ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO, CA 94303			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			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)
Common Stock	3,750	D	

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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series Alpha Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	42,667 \$ (1)		D	Â
Series Beta Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	23,581 \$ (2)		I	By SNP Ventures, LP. (3)
Stock Option (right to buy)	Â (4)	09/16/2019	Common Stock	17,179 \$ 0.9		D	Â
Stock Option (right to buy)	Â (5)	06/02/2025	Common Stock	35,000 \$ 14.96		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parker Sean N. C/O OOMA, INC. 1880 EMBARCADERO ROAD PALO ALTO, CA 94303	Â X	Â	Â	Â

## Signatures

/s/ Spencer D. Jackson, as attorney-in-fact for Sean N. Parker 07/16/2015

\_\_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) The Series Alpha Convertible Preferred Stock is convertible into the issuer's common stock on a one-for-one basis and has no expiration date. It will automatically convert into common stock upon the closing of the issuer's initial public offering.  
The Series Beta convertible preferred stock is convertible into the issuer's common stock on a one-for-one basis unless \$21.2028 is greater than 75% of the offering price per share, in which case each share of Series Beta convertible preferred stock is convertible into
- (2) that number of shares of common stock equal to the ratio of \$21.2028 divided by 75% of the offering price per share. No fractional shares of common stock will be issued upon conversion of Series Beta preferred stock. The Series Beta preferred stock has no expiration date and will automatically convert into common stock upon the closing of the issuer's initial public offering.
- (3) Mr. Parker is an affiliate of SNP Ventures Fund LP and a beneficial owner of the shares.
- (4) The option is fully vested and exercisable.
- (5) 1/48th of the option will vest on the one month anniversary of 3/1/2015 and 1/48th of the option shall vest monthly thereafter. The option is immediately exercisable.

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.