

HOAG JAY C
Form 4
March 29, 2012

FORM 4

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

OMB APPROVAL

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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 *
HOAG JAY C

2. Issuer Name and Ticker or Trading Symbol
ExactTarget, Inc. [ET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2012

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

May be part of a 13(g) group

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

PALO ALTO, CA 94301

(City) (State) (Zip)

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	03/27/2012		C(1)	(A) V Amount 7,038,600 (1)	(D) Price 7,096,062	I	TCV VII, L.P. (4) (5)
Common Stock	03/27/2012		C(2)	(A) V Amount 1,330,834 (2)	(D) Price 8,426,896	I	TCV VII, L.P. (4) (5)
Common Stock	03/27/2012		C(3)	(A) V Amount 1,018,220 (3)	(D) Price 9,445,116	I	TCV VII, L.P. (4) (5)
Common Stock	03/27/2012		P	(A) V Amount 65,412	(D) Price \$ 19 9,510,528	I	TCV VII, L.P. (4) (5)
Common Stock	03/27/2012		C(1)	(A) V Amount 3,655,314 (1)	(D) Price 3,685,156	I	TCV VII (A), L.P.

Common Stock	03/27/2012	C ⁽²⁾	691,132 (2)	A	(2)	4,376,288	I	(4) (6) TCV VII (A), L.P. (4) (6)
Common Stock	03/27/2012	C ⁽³⁾	528,784 (3)	A	(3)	4,905,072	I	(4) (6) TCV VII (A), L.P. (4) (6)
Common Stock	03/27/2012	P	33,970	A	\$ 19	4,939,042	I	(4) (6) TCV VII (A), L.P. (4) (6)

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Convertible Preferred Stock	(1)	03/27/2012		C ⁽¹⁾		3,519,300	(1)	(1)	Common Stock	7,038, (1)
Series F Convertible Preferred Stock	(2)	03/27/2012		C ⁽²⁾		665,417	(2)	(2)	Common Stock	1,330, (2)
Series G Convertible Preferred Stock	(3)	03/27/2012		C ⁽³⁾		509,110	(3)	(3)	Common Stock	1,018, (3)
Series D Convertible Preferred Stock	(1)	03/27/2012		C ⁽¹⁾		1,827,657	(1)	(1)	Common Stock	3,655, (1)
Series F Convertible	(2)	03/27/2012		C ⁽²⁾		345,566	(2)	(2)	Common Stock	691,1, (2)

Preferred
Stock

Series G
Convertible
Preferred
Stock

(3)

03/27/2012

C(3)

264,392

(3)(3)Common
Stock528,7
(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, CA 94301		X		May be part of a 13(g) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
Trudeau Robert 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
Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of a 13(g) group
		X		

Technology Crossover Management VII, Ltd.
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

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 Jay C. Hoag	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Richard H. Kimball	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John L. Drew	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr.	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Christopher P. Marshall	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for TCV VII, L.P.	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for TCV VII (A), L.P.	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, Ltd.	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, L.P.	03/29/2012
__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) The Series D Convertible Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series F Convertible Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series G Convertible Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Timothy P. McAdam, John C. Rosenberg, David L. Yuan and TCV Member Fund, L.P. on March 29, 2012.
- (5) These securities are directly held by TCV VII, L.P. Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg, and David L. Yuan (collectively, the "Class A Directors")

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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.

These securities are directly held 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

- (6) 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.

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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