

ENVIVIO INC
Form 4
October 29, 2015

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 *
Miller Erik E.

(Last) (First) (Middle)
535 MISSION STREET, 27TH FLOOR
(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
___ 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 0.3 | 10/27/2015 | D | 46,137 | | | | | (1) | 01/25/2020 | Common Stock | 46,137 |
| Stock Option (right to buy) | \$ 0.3 | 10/27/2015 | D | 129,468 | | | | | (1) | 12/07/2020 | Common Stock | 129,468 |
| Stock Option (right to buy) | \$ 3.3 | 10/27/2015 | D | 45,740 | | | | | (2) | 09/11/2023 | Common Stock | 45,740 |
| Stock Option (right to buy) | \$ 3.25 | 10/27/2015 | D | 45,740 | | | | | (3) | 03/25/2024 | Common Stock | 45,740 |
| Stock Option (right to buy) | \$ 2 | 10/27/2015 | D | 125,000 | | | | | (4) | 09/10/2024 | Common Stock | 125,000 |
| Stock Option (right to buy) | \$ 1.83 | 10/27/2015 | D | 128,000 | | | | | (5) | 08/10/2025 | Common Stock | 128,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Erik E. 535 MISSION STREET, 27TH FLOOR SAN FRANCISCO, CA 94105 | | | Chief Financial Officer | |

Signatures

/s/ Erik E. Miller 10/29/2015
 **Signature of Date
 Reporting Person

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).

Pursuant to an Agreement and Plan of Merger dated September 10, 2015 by and among Ericsson Inc., Cindy Acquisition Corp. and Envivio, Inc. (the "Merger Agreement"), this fully vested option was converted at the effective time of the merger into a right to receive a cash payment representing the difference between the exercise price of this option and \$4.10 per share.

(1) Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably practicalable following the effective time of the merger for the vested portion of the option representing 29,301 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 16,439 shares.

(2) Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably practicalable following the effective time of the merger for the vested portion of the option representing 25,014 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 20,276 shares.

(3) Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably practicalable following the effective time of the merger for the vested portion of the option representing 56,640 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 68,360 shares.

(4) Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably practicalable following the effective time of the merger for the vested portion of the option representing 32,000 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 96,000 shares.

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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