

ExactTarget, Inc.  
Form 4  
July 12, 2013

**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 \*  
**Kopp Timothy B**

(Last) (First) (Middle)  
**20 NORTH MERIDIAN STREET, SUITE 200**  
(Street)

**INDIANAPOLIS, IN 46204**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/12/2013**

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 Marketing 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    | 07/12/2013                           |  | D                              | (1) 5,312 \$ 33.75  | 15,938  | D  |  |
| Common Stock                    | 07/12/2013                           |  | D                              | (2) 15,938 0  | 0   | D  |  |

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

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SEC 1474 (9-02)

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**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) |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount Number Shares |
| Employee Stock Option (right to buy)       | \$ 5.61  | 07/12/2013                           |  | D                              | 100,000   | <u>(3)</u>   | 05/26/2020      | Common Stock  | 100,000              |
| Employee Stock Option (right to buy)       | \$ 7.7   | 07/12/2013                           |  | D                              | 81,250  | <u>(4)</u>   | 03/23/2021      | Common Stock  | 81,250               |
| Employee Stock Option (right to buy)       | \$ 7.7   | 07/12/2013                           |  | D                              | 18,750  | <u>(5)</u>   | 03/23/2021      | Common Stock  | 18,750               |
| Employee Stock Option (right to buy)       | \$ 15  | 07/12/2013                           |  | D                              | 81,250  | <u>(6)</u>   | 02/28/2022      | Common Stock  | 81,250               |
| Employee Stock Option (right to buy)       | \$ 15  | 07/12/2013                           |  | D                              | 18,750  | <u>(7)</u>   | 02/28/2022      | Common Stock  | 18,750               |
| Employee Stock Option (right to buy)       | \$ 22.1  | 07/12/2013                           |  | D                              | 14,166  | <u>(8)</u>   | 02/26/2023      | Common Stock  | 14,166               |
| Employee Stock Option (right to buy)       | \$ 22.1  | 07/12/2013                           |  | D                              | 28,334  | <u>(9)</u>   | 02/26/2023      | Common Stock  | 28,334               |



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of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

(7) This option grant, which provided that 25,000 options would vest and become exercisable on March 1, 2013 and 75,000 options would vest and become exercisable in thirty-six equal monthly installments beginning on April 1, 2013, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 16,423 shares of salesforce.com, inc. common stock for \$17.13 per share.

(8) This option grant, which provided that one-fourth would vest and become exercisable on February 26, 2014 and three-fourths would vest and become exercisable in thirty-six equal monthly installments beginning on March 26, 2014, was cancelled in the merger in exchange for a cash payment of \$165,033.90 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

(9) This option grant, which provided that one-fourth would vest and become exercisable on February 26, 2014 and three-fourths would vest and become exercisable in thirty-six equal monthly installments beginning on March 26, 2014, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 24,817 shares of salesforce.com, inc. common stock for \$25.23 per share.

(10) This option grant, which provided that 25,000 of the options vested and became exercisable on January 26, 2010 and 75,000 of the options vest and become exercisable in thirty-six equal monthly installments beginning on February 26, 2010, was cancelled in the merger in exchange for a cash payment of \$2,908,000 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

(11) This option grant, which was fully vested and exercisable, was cancelled in the merger in exchange for a cash payment of \$1,037,544.90 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

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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