

OOMA INC

Form 4

January 20, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Worldview Equity I, L.L.C.

(Last) (First) (Middle)

99 ALMADEN BLVD, 6TH FLOOR

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
OOMA INC [OOMA]

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

01/19/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/19/2017		S ⁽¹⁾		20,655	D	\$ 8.3	21,661	I	By Worldview Strategic Partners IV, L.P. ⁽²⁾
Common Stock	01/19/2017		S ⁽¹⁾		454,814	D	\$ 8.3	476,965	I	By Worldview Technology International IV, L.P. ⁽³⁾
Common Stock	01/19/2017		S ⁽¹⁾		2,799,531	D	\$ 8.3	2,935,884	I	By Worldview

Technology
Partners IV,
L.P. ⁽⁴⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Worldview Equity I, L.L.C. 99 ALMADEN BLVD 6TH FLOOR SAN JOSE, CA 95113		X		
WORLDVIEW TECHNOLOGY INTERNATIONAL IV, L.P. 99 ALMADEN BLVD 6TH FLOOR SAN JOSE, CA 95113		X		
WORLDVIEW STRATEGIC PARTNERS IV LP 99 ALMADEN BLVD 6TH FLOOR SAN JOSE, CA 95113		X		
WEI JAMES 99 ALMADEN BLVD 6TH FLOOR	X	X		

SAN JOSE, CA 95113

Orsak Michael
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

WORLDVIEW TECHNOLOGY PARTNERS IV LP
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Tanaka Susumu
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Worldview Capital IV, L.P.
99 ALMADEN BLVD
6TH FLOOR
SAN JOSE, CA 95113

X

Signatures

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C.

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology International IV, L.P.

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Strategic Partners IV, L.P.

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for James Wei

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Michael Orsak

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., the general partner of Worldview Technology Partners IV, L.P.

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Susumu Tanaka

01/19/2017

__Signature of Reporting Person

Date

/s/ James N. Strawbridge, as attorney-in-fact for Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P.

01/19/2017

__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).

Shares sold pursuant to that certain Purchase Agreement, dated as of January 12, 2017 by and among the Issuer, B. Riley & Co., LLC, (1) Worldview Technology Partners IV, L.P., Worldview Technology International IV, L.P. and Worldview Strategic Partners IV, L.P. (the "Transaction"). The Transaction closed on January 19, 2017.

Shares held directly by Worldview Strategic Partners IV, L.P. ("Strategic IV"). Worldview Capital IV, L.P., the general partner of Strategic IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting (2) and dispositive power over the shares held by Strategic IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by Strategic IV. Such persons and entities disclaim beneficial ownership of shares held by Strategic IV, except to the extent of any pecuniary interest therein.

Shares held directly by Worldview Technology International IV, L.P. ("International IV"). Worldview Capital IV, L.P., the general partner of International IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole voting and dispositive power over the shares held by International IV. James Wei, Michael Orsak and Susumu Tanaka are (3) the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by International IV. Such persons and entities disclaim beneficial ownership of shares held by International IV, except to the extent of any pecuniary interest therein.

Shares held directly by Worldview Technology Partners IV, L.P. ("Technology IV"). Worldview Capital IV, L.P., the general partner of Technology IV, and Worldview Equity I, L.L.C., the general partner of Worldview Capital IV, L.P., may each be deemed to have sole (4) voting and dispositive power over the shares held by Technology IV. James Wei, Michael Orsak and Susumu Tanaka are the managing members of Worldview Equity I, L.L.C. and may be deemed to share voting and dispositive power over the shares held by Technology IV. Such persons and entities disclaim beneficial ownership of shares held by Technology IV, except to the extent of any 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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