

FRISBIE RICHARD D
Form 3
March 21, 2012

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 and Ticker or Trading Symbol	
Â Battery Ventures VIII lp		(Month/Day/Year)	ExactTarget, Inc. [ET]	
(Last)	(First)	(Middle)	03/21/2012	
930 WINTER STREET,Â SUITE 2500		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
WALTHAM,Â MAÂ 02451		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	20,000 ⁽⁸⁾	I	See footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock 6,715,124 (8) \$ (2)		I	See footnote (3)
Series E Convertible Preferred Stock	Â (4)	Â (4)	Common Stock 2,169,980 (8) \$ (4)		I	See footnote (5)
Series G Convertible Preferred Stock	Â (6)	Â (6)	Common Stock 903,108 (8) \$ (6)		I	See footnote (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VIII lp 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
BATTERY VENTURES VIII SIDE FUND LP 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
Battery Management, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
Battery Partners VIII, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
CROTTY THOMAS J 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
Agrawal Neeraj 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
DHALIWAL SUNIL 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451	Â	Â X	Â	Â
FRISBIE RICHARD D 930 WINTER STREET SUITE 2500	Â	Â X	Â	Â

WALTHAM, MA 02451

LAWLER KENNETH P
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

^ ^ X ^ ^

Lee Roger H
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

^ ^ X ^ ^

Signatures

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures VIII, L.P. 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures VIII Side Fund, L.P. 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Management, LLC 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Batter Partners VIII, LLC 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Thomas J. Crotty 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Neeraj Agrawal 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Sunil Dhaliwal 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Richard D. Frisbie 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as attorney-in-fact for Kenneth P. Lawler 03/21/2012

__Signature of Reporting Person Date

/s/ Christopher Schiavo, acting as 03/21/2012

attorney-in-fact for Roger H. Lee

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) Shares reported in column 2 represent shares held of record by Battery Management Company, LLC. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.
- (2) Shares of Series D Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.
The shares reported in column 3 include 3,357,562 owned of record by Battery Ventures VIII Side Fund, L.P. and 3,357,562 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (4) Shares of Series E Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.
The shares reported in column 3 include 1,084,990 owned of record by Battery Ventures VIII Side Fund, L.P. and 1,084,990 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (6) Shares of Series G Convertible Preferred Stock are convertible at any time at the election of the Reporting Persons and will automatically convert into Common Stock on a 2-for-1 basis immediately upon the closing of the Issuer's initial public offering. There is no expiration date.
The shares reported in column 3 include 451,554 owned of record by Battery Ventures VIII Side Fund, L.P. and 451,554 owned of record by Battery Ventures VIII, L.P. Battery Partners VIII, LLC is the sole general partner of Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, LLC is the sole general partner of Battery Ventures VIII Side Fund, L.P. Michael Brown, Neeraj Agrawal, Thomas J. Crotty, Sunil Dhaliwal, Richard D. Frisbie, Kenneth P. Lawler, Roger H. Lee, R. David Tabors and Scott R. Tobin are the managing members of Battery Partners VIII, LLC and Battery Ventures VIII Side Fund, LLC and may be deemed to have shared voting and dispositive power over the shares held by Battery Ventures VIII, L.P. and Battery Ventures VIII Side Fund, L.P.
- (8) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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Remarks:

The reporting persons are part of a 13(d) group owning more than 10% of the Issuer's outstanding

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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