

FRISBIE RICHARD D
Form 4
March 29, 2012

FORM 4

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

OMB APPROVAL

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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 *
Battery Ventures VIII lp

(Last) (First) (Middle)

930 WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

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

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	03/27/2012		C		6,715,124 (2)	A	(1) 6,735,124 (2)	I	See footnote (8)
Common Stock	03/27/2012		C		2,169,980 (2)	A	(4) 8,905,104 (2)	I	See footnote (9)
Common Stock	03/27/2012		C		903,108 (2)	A	(6) 9,808,212 (2)	I	See footnote (10)

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

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series D Convertible Preferred Stock	(1)	03/27/2012		C		3,357,562 (2)	(1)	(1)	Common Stock	6,715, (2)
Series E Convertible Preferred Stock	(4)	03/27/2012		C		1,084,990 (2)	(4)	(4)	Common Stock	2,169, (2)
Series G Convertible Preferred Stock	(6)	03/27/2012		C		451,554 (2)	(6)	(6)	Common Stock	903,1 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Battery Ventures VIII Ip 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
BATTERY VENTURES VIII SIDE FUND LP 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
Battery Management, LLC 930 WINTER STREET SUITE 2500 WALTHAM, MA 02451		X		
		X		

Battery Partners VIII, LLC
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

CROTTY THOMAS J
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

Agrawal Neeraj
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

DHALIWAL SUNIL
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

FRISBIE RICHARD D
 930 WINTER STREET
 SUITE 2500
 WALTHAM, MA 02451

X

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.	03/29/2012
<u> </u> **Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Battery Ventures VIII Side Fund, L.P.	03/29/2012
<u> </u> **Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact on behalf of Battery Management, LLC	03/29/2012
<u> </u> **Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Batter Partners VIII, LLC	03/29/2012
<u> </u> **Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Thomas J. Crotty	03/29/2012
<u> </u> **Signature of Reporting Person	Date
/s/ Christopher Schiavo, acting as attorney-in-fact for Neeraj Agrawal	03/29/2012
<u> </u> **Signature of Reporting Person	Date

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The shares reported in column 7 include 4,442,552 owned of record by Battery Ventures VIII Side Fund, L.P., 4,442,552 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. 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. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

- (10) The shares reported in column 7 include 4,894,106 owned of record by Battery Ventures VIII Side Fund, L.P., 4,894,106 owned of record by Battery Ventures VIII, L.P., and 20,000 owned of record by Battery Management Company, LLC. 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. Thomas J. Crotty has sole voting and dispositive power over the shares held by Battery Management Company, LLC.

Remarks:

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

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