

AEROHIVE NETWORKS, INC
Form SC 13G/A
February 16, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Aerohive Networks, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

007786106
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index on Page 7

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1 NAME OF REPORTING PERSONS Kleiner Perkins Caufield & Byers XII, LLC ("KPCB XII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
2,424,795 shares, except that KPCB XII Associates, LLC ("Associates"), the managing member of KPCB XII, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

72,424,795 shares, except that Associates, the managing member of KPCB XII, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,424,795

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.0%

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS KPCB XII Founders Fund, LLC (“KPCB XII Founders”)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH REPORTING PERSON WITH 5 39,276 shares, except that Associates, the managing member of KPCB XII Founders, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

7 39,276 shares, except that Associates, the managing member of KPCB XII, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,276

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.0%

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSONS KPCB XII Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) .. (b) x

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY EACH REPORTING PERSON WITH ⁵ 2,464,071 shares, of which 2,424,795 are directly owned by KPCB XII and 39,276 are directly owned by KPCB XII Founders. Associates, the managing member of KPCB XII and KPCB XII Founders, may be deemed to have sole power to vote these shares.

⁶ SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

⁷ 2,464,071 shares, of which 2,424,795 are directly owned by KPCB XII and 39,276 are directly owned by KPCB XII Founders. Associates, the managing member of KPCB XII and KPCB XII Founders, may be deemed to have sole power to dispose of these shares.

⁸ SHARED DISPOSITIVE POWER

See response to row 7.

⁹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,464,071

¹⁰ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

¹¹

5.1%

¹² TYPE OF REPORTING PERSON

OO

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Kleiner Perkins Caufield & Byers XII, LLC, a Delaware limited liability company, KPCB XII Founders Fund, LLC, a Delaware limited liability company, and KPCB XII Associates, LLC, a Delaware limited liability company. The foregoing entities are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the ordinary shares of the Issuer by the persons filing this Statement is provided as of December 31, 2015:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2016

KLEINER
PERKINS
CAUFIELD &
BYERS XII, LLC, a
Delaware limited
liability company

By: KPCB XII
ASSOCIATES,
LLC, a Delaware
limited liability
company, its general
partner

By: /s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB XII
FOUNDERS
FUND, LLC, a
Delaware limited
liability company

By: KPCB XII
ASSOCIATES,
LLC, a Delaware
limited
liability company, its
general partner

By:/s/ Paul Vronsky
Paul Vronsky
General Counsel

KPCB XII
ASSOCIATES,
LLC, a Delaware
limited
liability company

By:/s/ Paul Vronsky
Paul Vronsky
General Counsel

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EXHIBIT INDEX

| <u>Exhibit</u> | <u>Found on Sequentially Numbered Page</u> |
|--------------------------------------|--|
| Exhibit A: Agreement of Joint Filing | 8 |

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of the Issuer shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.