

SANDELL SCOTT D
Form 3
March 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

NEW ENTERPRISE ASSOCIATES 10 L P

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
03/08/2007

3. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 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)

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

| | | | | | | | |
|--------------------------------------|--------------|--------------|--------------|-----------|---------------|--------------|---|
| Series B Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 2,315,909 | \$ <u>(3)</u> | D <u>(4)</u> | Â |
| Series C Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 576,233 | \$ <u>(3)</u> | D <u>(4)</u> | Â |
| Series D Convertible Preferred Stock | Â <u>(1)</u> | Â <u>(2)</u> | Common Stock | 317,418 | \$ <u>(3)</u> | D <u>(4)</u> | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEW ENTERPRISE ASSOCIATES 10 L P 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| NEA PARTNERS 10 L P 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| BARRIS PETER J 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| BARRETT M JAMES 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| KRAMLICH C RICHARD 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| NEWHALL CHARLES W III 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| PERRY MARK W 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| SANDELL SCOTT D 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |
| TRAINOR III EUGENE A 1119 ST. PAUL STREET BALTIMORE,Â MDÂ 21202 | Â | Â X | Â | Â |

Signatures

/s/ Louis S. Citron,
attorney-in-fact

03/08/2007

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) Convertible at any time.
- (2) Not applicable.
- (3) Convertible to Common Stock on approximately a 1 to 0.6158 basis.

The shares are directly held by New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners and their general partners together, the "Indirect Reporting Persons"). The general partners of NEA Partners 10, L.P.

- (4) are Peter Barris, M. James Barrett, C. Richard Kramlich, Charles W. Newhall, III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor, III. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which the Indirect Reporting Persons have no actual pecuniary interest therein.

^

Remarks:

In^ addition,^ NEA^ Ventures^ 2003,^ L.P.^ owns^ Series^ B^ shares^ convertible^ into^ 7,985^ shares^ of^ Comm

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.