

FINJAN HOLDINGS, INC.
Form SC 13D/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

(RULE 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

(Amendment No. 1)

Finjan Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

31788H105

(CUSIP Number)

Steven M. Spurlock

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

(650) 854-8180

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

COPY TO:

Sean Caplice, Esq.

c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP

1200 Seaport Blvd., Redwood City, CA 94063

(650) 321-2400

June 24, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*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.

This 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).

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 BCPI I, L.P. ("BCPI I")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) ☐ (b) ☒
SEC USE ONLY
SOURCE OF FUNDS

4 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
5 ITEM 2(d) or 2(e)

6 ☐
CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
SOLE VOTING POWER

NUMBER OF 7 5,216,610 shares are held by BCPI I for itself and as nominee for BCPI Founders' Fund I, L.P.
SHARES ("BCPI FF") and for other individuals and entities, except that BCPI Partners I, L.P. ("BCPI GP"), the
BENEFICIALLY 7 general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these
shares, BCPI Corporation ("BCPI Corp."), the general partner of BCPI GP, may be deemed to have
sole power to vote these shares, and Michael Eisenberg ("Eisenberg") and Arad Naveh ("Naveh"), the
directors of BCPI Corp., may be deemed to have shared power to vote these shares.

OWNED BY 8 SHARED VOTING POWER
EACH See response to row 7.
SOLE DISPOSITIVE POWER

REPORTING 9 5,216,610 shares are held by BCPI I for itself and as nominee for BCPI FF and for other individuals
PERSON and entities, except that BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed
to have sole power to dispose of these shares, BCPI Corp., the general partner of BCPI GP, may be
deemed to have sole power to dispose of these shares, and Eisenberg and Naveh, the directors of
WITH BCPI Corp., may be deemed to have shared power to dispose of these shares.

10 SHARED DISPOSITIVE POWER
See response to row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 5,216,610
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 ☐
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

14 22.5%
TYPE OF REPORTING PERSON

PN

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1	NAME OF REPORTING PERSON
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
2	BCPI Partners I, L.P. ("BCPI GP")
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a) <input type="radio"/> (b) <input checked="" type="radio"/>
4	SEC USE ONLY
	SOURCE OF FUNDS
	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
6	<input type="radio"/> CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
	SOLE VOTING POWER
NUMBER OF	5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
SHARES	7 BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
	BCPI FF, may be deemed to have sole power to vote these shares, BCPI Corp., the general partner
BENEFICIALLY	of BCPI GP, may be deemed to have sole power to vote these shares, and Eisenberg and Naveh, the
	directors of BCPI Corp., may be deemed to have shared power to vote these shares.
OWNED BY	8 SHARED VOTING POWER
EACH	See response to row 7.
	SOLE DISPOSITIVE POWER
REPORTING	5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
PERSON	9 BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
	BCPI FF, may be deemed to have sole power to dispose of these shares, BCPI Corp., the general
WITH	partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg
	and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these
	shares.
	10 SHARED DISPOSITIVE POWER
	See response to row 9.
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	5,216,610
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES
	<input type="radio"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	22.5%
14	TYPE OF REPORTING PERSON
	PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 BCPI Corporation ("BCPI Corp.")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) ☐ (b) ☒
SEC USE ONLY
SOURCE OF FUNDS

4 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
5 ITEM 2(d) or 2(e)

6 ☐
CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF 7 SOLE VOTING POWER
SHARES 5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
BENEFICIALLY 7 BCPI FF, may be deemed to have sole power to vote these shares, BCPI Corp., the general partner
of BCPI GP, may be deemed to have sole power to vote these shares, and Eisenberg and Naveh, the
8 directors of BCPI Corp., may be deemed to have shared power to vote these shares.

OWNED BY 8 SHARED VOTING POWER
EACH See response to row 7.
SOLE DISPOSITIVE POWER

REPORTING 9 5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
PERSON BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
WITH 9 BCPI FF, may be deemed to have sole power to dispose of these shares, BCPI Corp., the general
partner of BCPI GP, may be deemed to have sole power to dispose of these shares, and Eisenberg
and Naveh, the directors of BCPI Corp., may be deemed to have shared power to dispose of these
10 shares.

10 SHARED DISPOSITIVE POWER
See response to row 9.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 5,216,610
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

12 ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13 22.5%

14 TYPE OF REPORTING PERSON

14 CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Michael Eisenberg ("Eisenberg")
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) ☐ (b) ☒
SEC USE ONLY
SOURCE OF FUNDS

4 WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
5 ITEM 2(d) or 2(e)

6 ☐ CITIZENSHIP OR PLACE OF ORGANIZATION Dual citizen of the United States and Israel

7 ☐ SOLE VOTING POWER
0 shares

8 ☐ SHARED VOTING POWER
5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
9 ☐ BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general
partner of BCPI GP, may be deemed to have sole power to vote these shares. Eisenberg is a
director of BCPI Corp. and may be deemed to have shared power to vote these shares.

10 ☐ SOLE DISPOSITIVE POWER
0 shares.

11 ☐ SHARED DISPOSITIVE POWER
5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for
BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and
12 ☐ BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the
general partner of BCPI GP, may be deemed to have sole power to dispose of these shares.
Eisenberg is a director of BCPI Corp. and may be deemed to have shared power to dispose of these
shares.

13 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14 5,216,610
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

15 ☐
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

16 22.5%

17 TYPE OF REPORTING PERSON

18 IN

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1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	
	Arad Naveh ("Naveh")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Dual citizen of the United States and Israel
7	SOLE VOTING POWER	
NUMBER OF	0 shares	
SHARES	SHARED VOTING POWER	
BENEFICIALLY	5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to vote these shares.	
OWNED BY EACH	SOLE DISPOSITIVE POWER	
REPORTING PERSON	0 shares.	
WITH	SHARED DISPOSITIVE POWER	
	5,216,610 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to dispose of these shares.	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,216,610	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	
	<input type="radio"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	22.5%	
14	TYPE OF REPORTING PERSON	
	IN	

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STATEMENTS ON SCHEDULE 13D

This Amendment No. 1 to Schedule 13D is filed to report the aggregate sales of 136,944 shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Finjan Holdings, Inc., a Delaware corporation (the “Issuer”), by the Reporting Persons. This Amendment No. 1 supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission on June 13, 2013 (the “Schedule 13D”). Only those items that are hereby reported are amended; all other items remain unchanged. This Amendment No. 1 is being filed by BCPI I, L.P., a Delaware limited partnership (“BCPI I”), BCPI Partners I, L.P., a Delaware limited partnership (“BCPI GP”), BCPI Corporation, a Delaware corporation (“BCPI Corp.”), Michael Eisenberg (“Eisenberg”) and Arad Naveh (“Naveh”). This Amendment No. 1 reports transactions effected by the Reporting Persons from the date of the Schedule 13D to the date that this Amendment No. 1 is filed with the Securities and Exchange Commission.

ITEM 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The class of equity securities to which this Schedule 13D relates is the Common Stock of the Issuer. The address of the principal executive offices of the Issuer is 2000 University Avenue, Suite 600, East Palo Alto, California 94303.

ITEM 2. Identity and Background.

Item 2(a) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Residence or business address:

The business address for each of the Reporting Persons is:

Benchmark Capital

2965 Woodside Road

Woodside, California 94062

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is hereby amended by adding the following to the end thereof:

On August 22, 2013, the Issuer effected a 12-for-1 reverse stock split of its Common Stock (the “Reverse Split”). As a result of the Reverse Split, the number of shares of Common Stock outstanding was reduced to approximately 22,368,415 shares, and the Reporting Persons’ number of shares of Common Stock held was reduced to approximately 5,353,554 shares.

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BCPI I sold shares of the Issuer's Common Stock on the open market as set forth below:

Date of Transaction	Number of shares of Common Stock	Price per share
6/24/2016	54,190	\$1.97
7/19/2016	15,000	\$2.04
7/20/2016	22,300	\$2.11
7/26/2016	9,100	\$2.01
8/1/2016	21,036	\$2.00
9/21/2016	15,318	\$2.00

ITEM 5. Interest in Securities of the Issuer.

Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) See Rows 11 and 13 for each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 23,184,562 shares of Common Stock reported to be outstanding as of December 31, 2016 as reported by the Issuer to the Reporting Persons.

Item 5(c) of the Schedule 13D is hereby amended by adding the following to the end thereof:

Except as set forth in Item 3 above, the Reporting Persons have not effected any transaction in the Common Stock of the Issuer during the past 60 days.

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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 13, 2017

BCPI I, L.P., a Delaware limited partnership

By: BCPI PARTNERS I, L.P., a Delaware limited partnership
Its: General Partner

By: BCPI Corporation, a Delaware corporation
Its: General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Officer

BCPI PARTNERS I, L.P., a Delaware limited partnership

By: BCPI Corporation, a Delaware corporation
Its: General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Officer

BCPI CORPORATION, a Delaware corporation

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Officer

MICHAEL EISENBERG ARAD NAVEH

By: /s/ Steven M. Spurlock
Steven M. Spurlock

Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.