

BROWN MICHAEL MAURICE
Form 4
December 12, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 SIDE FUND LP

(Last) (First) (Middle)

C/O BATTERY VENTURES, 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)
12/10/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common Stock | 12/10/2012 | | J(1) | 1,700,000 (2) | \$ 0 (1) 5,531,984 | I | See Footnote (3) (4) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BATTERY VENTURES VIII SIDE FUND LP C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Battery Partners VIII Side Fund, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| Battery Management, LLC C/O BATTERY VENTURES 930 WINTER STREET, SUITE 2500 WALTHAM, MA 02451 | | X | | |
| BROWN MICHAEL MAURICE C/O BATTERY VENTURES 930 WINTER STREET WALTHAM, MA 02451 | X | X | | |

Signatures

| | |
|---|------------|
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Ventures VIII Side Fund, L.P.) | 12/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Partners VIII Side Fund, LLC) | 12/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Battery Management, LLC) | 12/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Christopher Schiavo (acting as attorney-in-fact on behalf of Michael M. Brown) | 12/12/2012 |

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Ventures VIII, L.P. ("BV VIII") and Battery Ventures VIII Side Fund, L.P. ("BV VIII SF") to the limited partners of BV VIII and the general partner of BV VIII (Battery Partners VIII, LLC, "BP VIII"), and to the limited partners of BV VIII SF and the general partner of BV VIII SF (Battery Partners VIII Side Fund, LLC, "BP VIII SF").
- (2) Of the reported securities, 685,112 shares were distributed to the limited partners of BV VIII, 164,888 shares were distributed to BP VIII, 685,112 shares were distributed to the limited partners of BV VIII SF, and 164,888 shares were distributed to BP VIII SF. Such shares distributed to BP VIII and BP VIII SF were further distributed to the members of BP VIII and BP VIII SF and shall not be deemed to be held by the Reporting Persons for the purpose of this filing.
- (3) The shares reported in column 5 include 2,755,992 owned of record by Battery Ventures VIII, L.P., 2,755,992 owned of record by Battery Ventures VIII Side Fund, 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 Partners 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 Partners 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.
- (4) 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.

Remarks:

Prior to these transactions, the Reporting Persons were 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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