

ExactTarget, Inc.
Form 4
July 15, 2013

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 *
HOAG JAY C

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2013

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) ___X___ Other (specify below)

May be part of a 13(g) group

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 07/10/2013 | | G ⁽¹⁾ | V 1,483 D \$ 0 0 | | I | Hoag Family Trust U/A Dtd 8/2/94 ⁽²⁾ ⁽³⁾ |
| Common Stock | 07/11/2013 | | U | 4,604,339 D \$ 33.75 0 | | I | TCV VII, L.P. ⁽²⁾ ⁽⁴⁾ |
| Common Stock | 07/11/2013 | | U | 2,391,141 D \$ 33.75 0 | | I | TCV VII (A), L.P. ⁽²⁾ ⁽⁵⁾ |

| | | | | | | | |
|--------------|--|--|--|--|-------|---|-------------------------------------------------------------|
| Common Stock | | | | | 1,446 | I | Hamilton Investments II, Limited Partnership ⁽⁶⁾ |
| Common Stock | | | | | 1,704 | I | Reynolds Family Trust ⁽⁷⁾ |
| Common Stock | | | | | 99 | I | Marshall Carroll 2000 Trust ⁽⁸⁾ |

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

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.

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | | X | | May be part of a 13(g) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET | | X | | May be part of a 13(g) group |

| | | |
|----------------------------------------------------------------------------------------------------------------------------|---|---------------------------------|
| PALO ALTO, CA 94301 | | |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| Marshall Christopher P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| Technology Crossover Management VII, Ltd. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |
| Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | X | May be part of a 13(g) group |

Signatures

| | |
|-------------------------------------------------------------------|------------|
| Frederic D. Fenton, Authorized signatory for Jay C. Hoag | 07/15/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for Richard H. Kimball | 07/15/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for John L. Drew | 07/15/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for Jon Q. Reynolds, Jr. | 07/15/2013 |
| __Signature of Reporting Person | Date |
| Frederic D. Fenton, Authorized signatory for Robert W. Trudeau | 07/15/2013 |

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| <u>Signature of Reporting Person</u> | Date |
|----------------------------------------------------------------------------------------|------------|
| Frederic D. Fenton, Authorized signatory for Christopher P. Marshall | 07/15/2013 |
| <u>Signature of Reporting Person</u> | Date |
| Frederic D. Fenton, Authorized signatory for TCV VII, L.P. | 07/15/2013 |
| <u>Signature of Reporting Person</u> | Date |
| Frederic D. Fenton, Authorized signatory for TCV VII (A), L.P. | 07/15/2013 |
| <u>Signature of Reporting Person</u> | Date |
| Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, Ltd. | 07/15/2013 |
| <u>Signature of Reporting Person</u> | Date |
| Frederic D. Fenton, Authorized signatory for Technology Crossover Management VII, L.P. | 07/15/2013 |
| <u>Signature of Reporting Person</u> | 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) Bona fide gift of shares.
- (2) This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by David L. Yuan, John C. Rosenberg, Timothy P. McAdam and TCV Member Fund, L.P. on July 15, 2013.
- Jay C. Hoag is a trustee of the Hoag Family Trust U/A dated 8/2/94 and may be deemed to beneficially own certain securities held by The
- (3) Hoag Family Trust U/A dated 8/2/94. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- These securities are directly held by TCV VII, L.P. ("TCV VII"). Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg, and David L. Yuan (collectively, the "Class A Directors") are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of
- (4) Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, but each of the Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein.
- These securities are directly held by TCV VII (A), L.P. ("TCV VII (A)"). The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII. Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A).
- (5) The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), but each of the Class A Directors, Management VII and TCM VII disclaims beneficial ownership of such securities except to the extent of his or its respective pecuniary interest therein.
- Mr. Hoag is the general partner of Hamilton Investments II, Limited Partnership and may be deemed to beneficially own certain securities
- (6) held by Hamilton Investments II, Limited Partnership. Mr. Hoag disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (7) Mr. Reynolds is a trustee of Reynolds Family Trust and may be deemed to beneficially own certain securities held by Reynolds Family Trust. Mr. Reynolds disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Mr. Marshall is a trustee of the Marshall Carroll 2000 Trust and may be deemed to beneficially own certain securities held by the
- (8) Marshall Carroll 2000 Trust. Mr. Marshall disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.