

Five9, Inc.
Form 4
March 11, 2016

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 *
Hummer Winblad Equity Partners V, LLC

(Last) (First) (Middle)

PIER 33 SOUTH, THE
EMBARCADERO, SUITE 300

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Five9, Inc. [FIVN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2016

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 | | | | | 52,173 | I | See Footnote (1) |
| Common Stock | 03/10/2016 | | J(2) | 400,000 D \$ 0 | 8,010,041 | I | See Footnote (3) |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Hummer Winblad Equity Partners V, LLC PIER 33 SOUTH THE EMBARCADERO, SUITE 300 SAN FRANCISCO, CA 94111 | | X | | |
| HUMMER WINBLAD VENTURE PARTNERS V LP PIER 33 SOUTH THE EMBARCADERO, SUITE 300 SAN FRANCISCO, CA 94111 | | X | | |
| HUMMER WINBLAD VENTURE PARTNERS V A LP PIER 33 SOUTH THE EMBARCADERO, SUITE 300 SAN FRANCISCO, CA 94111 | | X | | |
| Hummer John PIER 33 SOUTH THE EMBARCADERO, SUITE 300 SAN FRANCISCO, CA 94111 | | X | | |
| WINBLAD ANN L PIER 33 SOUTH THE EMBARCADERO, SUITE 300 SAN FRANCISCO, CA 94111 | | X | | |

Signatures

HUMMER WINBLAD EQUITY PARTNERS V, L.L.C., By: /s/ Ingrid Chiavacci, Ingrid Chiavacci, attorney-in-fact

03/11/2016

**Signature of Reporting Person

Date

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HUMMER WINBLAD VENTURE PARTNERS V, L.P., By: Hummer Winblad Equity Partners, L.L.C., Its General Partner, By: /s/ Ingrid Chiavacci, Ingrid Chiavacci, attorney-in-fact 03/11/2016

__Signature of Reporting Person Date

HUMMER WINBLAD VENTURE PARTNERS V-A, L.P., By: Hummer Winblad Equity Partners V, L.L.C., Its General Partner, By: /s/ Ingrid Chiavacci, Ingrid Chiavacci, attorney-in-fact 03/11/2016

__Signature of Reporting Person Date

JOHN HUMMER, By: /s/ Ingrid Chiavacci, Ingrid Chiavacci, attorney-in-fact 03/11/2016

__Signature of Reporting Person Date

ANN L WINBLAD, By: /s/ Ingrid Chiavacci, Ingrid Chiavacci, attorney-in-fact 03/11/2016

__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) The reported shares are held directly by Mitchell Kertzman, who is a managing member of Hummer Winblad Equity Partners V, L.L.C. ("HWEP V"), which is the general partner of Hummer Winblad Venture Partners V, L.P. ("HWVP V") and Hummer Winblad Venture Partners V-A, L.P. ("HWVP VA"). By agreement with HWEP V, Mr. Kertzman holds the shares for the benefit of HWEP V. Mr. Kertzman disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(2) HWVP V distributed for no consideration an aggregate of 400,000 shares of Common Stock of the Issuer to its limited partners on a pro rata basis.

(3) The reported shares are held directly by HWVP V as nominee for HWVP V and HWVP VA. John Hummer, Ann Winblad and Mitchell Kertzman are the managing members of HWEP V, which is the general partner of HWVP V and HWVP VA. HWEP V, Mr. Hummer, Ms. Winblad and Mr. Kertzman disclaim beneficial ownership of all securities held by HWVP V, except to the extent of their pecuniary interests therein.

Remarks:

This Form 4 is one of two Form 4s filed on the date hereof reporting this transaction. The Reporting Person for the other Form

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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