

FINJAN HOLDINGS, INC.
Form 4
May 15, 2017

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 *
BCPI Corp

2. Issuer Name and Ticker or Trading Symbol
FINJAN HOLDINGS, INC. [FNJN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2965 WOODSIDE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2017

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

WOODSIDE, CA 94062
(City) (State) (Zip)

4. 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 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	05/11/2017		S		10,000	D	\$ 2.2595 (1)
							5,052,011
							I
							See footnote (2)
Common Stock	05/12/2017		S		12,500	D	\$ 2.547 (3)
							5,039,511
							I
							See footnote (2)
Common Stock	05/15/2017		S		7,500	D	\$ 2.8 (4)
							5,032,011
							I
							See footnote (2)

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

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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 (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
BCPI Corp 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BCPI I L P 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
BCPI Partners I, L.P. 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Eisenberg Michael A 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		
Naveh Arad 2965 WOODSIDE ROAD WOODSIDE, CA 94062		X		

Signatures

/s/ Steven M. Spurlock, as officer of BCPI Corporation

05/15/2017

__Signature of Reporting Person

Date

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/s/ Steven M. Spurlock, as officer of the GP of the GP of BCPI I, L.P.	05/15/2017
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, as officer of the GP of BCPI Partners I, L.P.	05/15/2017
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Michael A. Eisenberg	05/15/2017
__Signature of Reporting Person	Date
/s/ Steven M. Spurlock, by power of attorney for Arad Naveh	05/15/2017
__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.24 to \$2.29, inclusive. The Designated Filer undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1 to this Form 4.
- (2) Shares are owned directly by BCPI I, L.P. ("BCPI I") for itself and as nominee for BCPI Founders' Fund I, L.P. ("BCPI FF") and for other individuals and entities. BCPI Partners I, L.P. ("BCPI GP"), the general partner of both BCPI I and BCPI FF, may be deemed to have the sole voting and dispositive power over such shares of the Issuer's Common Stock. BCPI Corporation ("BCPI Corp"), the Designated Filer and general partner of BCPI GP, may be deemed to have the sole voting and dispositive power over such shares of the Issuer's Common Stock. Michael Eisenberg ("Eisenberg") and Arad Naveh ("Naveh"), in their capacities as directors of BCPI Corp, may be deemed to have shared voting and dispositive power over such shares of the Issuer's Common Stock.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.35 to \$2.60, inclusive. The Designated Filer undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3 to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$2.70 to \$2.90, inclusive. The Designated Filer undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4 to this Form 4.

Remarks:

Each Reporting Person disclaims the existence of a "group". Each of BCPI GP and its partners, BCPI Corp, Eisenberg and Naveh

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.