CVENT INC
Form 4
December 01, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Samuelson Lawrence

(Last) (First) (Middle)

C/O CVENT INC, 1765 GREENSBORO STATION PLACE,7TH FLOOR

(Street)

TYSONS CORNER, VA 22102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CVENT INC [CVT]

3. Date of Earliest Transaction (Month/Day/Year)
11/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/29/2016		D		16,403 (1)	D	(1)	0	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 12	11/29/2016		D			37,500	(2)	06/17/2023	Common Stock	37,500
Employee Stock Option (Right to Buy)	$ 27.84	11/29/2016		D			16,591	(2)	12/31/2024	Common Stock	16,591
Employee Stock Option (Right to Buy)	$ 21.73	11/29/2016		D			19,965	(2)	04/06/2026	Common Stock	19,965

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Samuelson Lawrence C/O CVENT INC 1765 GREENSBORO STATION PLACE,7TH FLOOR TYSONS CORNER, VA 22102				See Remarks

Signatures

/s/ Lawrence Samuelson	12/01/2016
**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) Consists entirely of unvested Restricted Stock Units ("Unvested RSUs"). Pursuant to that certain Agreement and Plan of Merger, dated April 17, 2016, between the Issuer, Papay Holdco, LLC ("Parent") and Papay Merger Sub, Inc. (the "Merger Agreement"), of these Unvested RSUs, (x) the Unvested RSUs that were scheduled to vest before April 1, 2017 were cancelled in the merger in exchange for a

cash payment of $36.00 per unit; (y) the Unvested RSUs that were scheduled to vest between April 1, 2017 and December 31, 2017 will vest pursuant to their existing vesting schedules and will be entitled to receive a cash payment of $36.00 per unit on their applicable vesting dates; and (z) the Unvested RSUs that were schedule to vest on or after January 1, 2018 will vest on January 1, 2018 and will receive a cash payment of $36.00 per unit on such date. These transactions were exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

(2) Pursuant to the Merger Agreement, this employee stock option was cancelled in exchange for a cash amount equal to the difference between $36.00 per share and the exercise price per share of the option, less applicable withholding taxes. This transaction was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16b-3 promulgated thereunder.

Remarks:

General Counsel and Corporate Secretary

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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