Northern Light Venture Capital, Ltd.
Form 4
November 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
Northern Light Venture Capital, Ltd.

(Last) (First) (Middle)

SUITE 1701, HUTCHISON HOUSE, 10 HARCOURT ROAD, CENTRAL

(Street)

HONG KONG, K3

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AEROHIVE NETWORKS, INC [HIVE]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2018		J[4]		148,209	D	$ 0	5,780,170	I	See footnote (1)
Common Stock	11/02/2018		J[4]		32,550	D	$ 0	1,269,453	I	See footnote (2)
Common Stock	11/02/2018		J[4]		16,276	D	$ 0	634,724	I	See footnote (3)

Common Stock	11/02/2018		J(6)	1,970	A	$ 0	1,970	I	See footnote (5)

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)

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
Northern Light Venture Capital, Ltd. SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
Northern Light Partners, L.P. SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
NORTHERN LIGHT VENTURE FUND L P SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3		X		
NORTHERN LIGHT STRATEGIC FUND L P SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL		X		

HONG KONG, K3	
Northern Light Partners Fund, L.P. SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3	X
Lee Jeffrey SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3	X
DENG FENG SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3	X
KE YAN SUITE 1701, HUTCHISON HOUSE 10 HARCOURT ROAD, CENTRAL HONG KONG, K3	X

Signatures

Northern Light Venture Capital, Ltd., By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee, Title: Director	11/06/2018
**Signature of Reporting Person	Date
Northern Light Partners, L.P., By Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee, Title: Director	11/06/2018
**Signature of Reporting Person	Date
Northern Light Venture Fund, L.P., By Northern Light Partners, L.P., Its General Partner, By Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee, Title: Director	11/06/2018
**Signature of Reporting Person	Date
Northern Light Strategic Fund, L.P., By Northern Light Partners, L.P., Its General Partner, By Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee, Title: Director	11/06/2018
**Signature of Reporting Person	Date
Northern Light Partners Fund, L.P., By Northern Light Partners, L.P., Its General Partner, By Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee, Title: Director	11/06/2018
**Signature of Reporting Person	Date
By /s/ Jeffrey D. Lee, Jeffrey D. Lee	11/06/2018
**Signature of Reporting Person	Date
Feng Deng, By /s/ Jeffrey D. Lee, Jeffrey D. Lee, Attorney-in-Fact	11/06/2018
**Signature of Reporting Person	Date
Yan Ke, By /s/ Jeffrey D. Lee, Jeffrey D. Lee, Attorney-in-Fact	

11/06/2018

**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) Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLVF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLVF. Such persons and entities disclaim beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

(2) Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLSF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. Such persons and entities disclaim beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

(3) Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and dispositive power over the shares held by NLPF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. Such persons and entities disclaim beneficial ownership of shares held by NLPF, except to the extent of any pecuniary interest therein.

(4) Represents a pro-rata in-kind distribution, and not a purchase or sale, without additional consideration to its partners.

(5) Shares held directly by Northern Light Partners, L.P., the general partner of each of NLVF, NLSF and NLPF. Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may be deemed to have sole voting and dispositive power over the shares held by Northern Light Partners, L.P. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by Northern Light Partners, L.P. Such persons and entities disclaim beneficial ownership of shares held by Northern Light Partners, L.P., except to the extent of any pecuniary interest therein.

(6) Represents a pro-rata in-kind distribution, and not a purchase or sale, without additional consideration, from NLVF, NLSF and NLPF.

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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