

Yuan David
Form 4
March 29, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yuan David

(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)
03/27/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☒ 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
☒ 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	03/27/2012		C ⁽¹⁾		65,232 ⁽¹⁾	A	<u>(1)</u>	65,738	I	TCV Member Fund, L.P. ^{(4) (5)}
Common Stock	03/27/2012		C ⁽²⁾		12,384 ⁽²⁾	A	<u>(2)</u>	78,122	I	TCV Member Fund, L.P. ^{(4) (5)}
Common Stock	03/27/2012		C ⁽³⁾		8,878 ⁽³⁾	A	<u>(3)</u>	87,000	I	TCV Member Fund, L.P.

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Common Stock	03/27/2012	P	618	A	\$ 19 87,618	I	(4) (5) TCV Member Fund, L.P. (4) (5)
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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Series D Convertible Preferred Stock	(1)	03/27/2012		C(1)	32,616	(1) (1)	Common Stock	65,232 (1)
Series F Convertible Preferred Stock	(2)	03/27/2012		C(2)	6,192	(2) (2)	Common Stock	12,384 (2)
Series G Convertible Preferred Stock	(3)	03/27/2012		C(3)	4,439	(3) (3)	Common Stock	8,878 (3)

Reporting Owners

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

McAdam Timothy P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
Rosenberg John C. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X	May be part of a 13(g) group
TCV Member Fund, 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 David L. Yuan	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for Timothy P. McAdam	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for John C. Rosenberg	03/29/2012
__Signature of Reporting Person	Date
Frederic D. Fenton, Authorized signatory for TCV Member Fund, L.P.	03/29/2012
__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 Series D Convertible Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (2) The Series F Convertible Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
 - (3) The Series G Convertible Preferred Stock automatically converted into Common Stock on a two-for-one basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by TCV VII, L.P., TCV VII (A), L.P., Technology Crossover Management VII, Ltd. ("Management VII"), Technology Crossover Management VII, L.P., Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., Robert W. Trudeau, and Christopher P. Marshall (and, together with David L. Yuan, Timothy P. McAdam, and John C. Rosenberg, the "Class A Directors") on March 29, 2012.
- (4) These securities are directly held by TCV Member Fund, L.P. ("Member Fund"). The Class A Directors are Class A Directors of Management VII, which is a general partner of Member Fund, and limited partners of Member Fund. The Class A Directors and Management VII may be deemed to beneficially own the securities held by Member Fund, but each of the Class A Directors and Management VII disclaim beneficial ownership of such securities except to the extent of their 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.