

CVENT INC

Form 4

November 25, 2016

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 *
Sye Dwayne J.

(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)
10/25/2016

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)

Chief Information Officer

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	10/25/2016		G	V	88,250	D	\$ <u>0</u> ⁽¹⁾	144,291	I	See Footnote <u>(2)</u>
Common Stock	10/25/2016		G	V	72,145	D	\$ <u>0</u> ⁽³⁾	72,146	I	See Footnote <u>(2)</u>
Common Stock	10/25/2016		G	V	36,073	D	\$ <u>0</u> ⁽⁴⁾	36,073	I	See Footnote <u>(2)</u>
Common	10/25/2016		G	V	36,073	D	\$ 0	0	I	See

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Stock						(5)			Footnote (2)
Common Stock	10/25/2016		G	V	88,250	A	\$ 0 (1)	487,097	D
Common Stock	11/22/2016		M		85,606	A	\$ 1.8	572,703	D

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.8	11/22/2016		M	85,606	<u>(6)</u>	03/11/2021	Common Stock	30,053
Employee Stock Option (Right to Buy)	\$ 27.84					<u>(7)</u>	12/31/2024	Common Stock	46,189
Employee Stock Option (Right to Buy)	\$ 32.43					<u>(8)</u>	10/15/2025	Common Stock	15,973
Employee Stock Option (Right to Buy)	\$ 21.73					<u>(9)</u>	04/06/2026	Common Stock	26,907 <u>(10)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sye Dwayne J. C/O CVENT INC 1765 GREENSBORO STATION PLACE, 7TH FLOOR TYSONS CORNER, VA 22102			Chief Information Officer	

Signatures

/s/ Lawrence Samuelson,
Attorney-in-Fact

11/25/2016

__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) These shares were transferred via a bona fide gift transaction by the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) to the Reporting Person, for which the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) did not receive any value or consideration.
- (2) The shares are held directly by Dwayne Jerry Sye Grantor Retained Annuity Trust (2013), for which the Reporting Person serves as trustee.
- (3) These shares were transferred via a bona fide gift transaction by the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) to Tait Sye, for which the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) did not receive any value or consideration.
- (4) These shares were transferred via a bona fide gift transaction by the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) to Moozen Sye, for which the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) did not receive any value or consideration.
- (5) These shares were transferred via a bona fide gift transaction by the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) to Yea Yuan Sye, for which the Dwayne Jerry Sye Grantor Retained Annuity Trust (2013) did not receive any value or consideration.
- (6) All of the shares subject to this option are currently exercisable.
- (7) One-quarter of the shares subject to this option are currently exercisable. The remaining shares will become exercisable in three equal annual installments on March 15 in each of 2017, 2018 and 2019.
- (8) One-half of the shares subject to this option are currently exercisable. The remaining shares will become exercisable on September 15, 2017.
- (9) The shares subject to this option will vest in four equal installments beginning on March 1, 2017.
- (10) Due to a clerical error, the original Form 4 dated April 6, 2016 overstated the number of derivative securities beneficially owned following the reported transaction by 26,907. This Form 4 corrects the clerical error.

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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