

MAVENIR SYSTEMS INC

Form 3

November 06, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Cisco Systems International B.V.

(Last)

(First)

(Middle)

2. Date of Event
Requiring Statement
(Month/Day/Year)
11/06/2013

3. Issuer Name and Ticker or Trading Symbol
MAVENIR SYSTEMS INC [MVNR]

4. Relationship of
Reporting Person(s) to
Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One
Reporting Person
☒ Form filed by More than
One Reporting Person

HAARLERBERGPARK, HAARLERBERGWEG
13-19

(Street)

AMSTERDAM, P7 1101CH

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of
Shares

(Instr. 5)

Series C Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	6,287,989 <u>(2)</u>	\$ <u>(1)</u> <u>(2)</u>	D <u>(7)</u>	Â
Series D Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	958,195 <u>(2)</u>	\$ <u>(2)</u> <u>(3)</u>	D <u>(7)</u>	Â
Series E Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	705,436 <u>(2)</u>	\$ <u>(2)</u> <u>(4)</u>	D <u>(7)</u>	Â
Series C Preferred Stock Warrant (Right to Buy)	10/29/2008	10/29/2015	Common Stock	6,287,989 <u>(2)</u> <u>(5)</u>	\$ 0.9542 <u>(6)</u>	D <u>(7)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cisco Systems International B.V. HAARLERBERGPARK HAARLERBERGWEG 13-19 AMSTERDAM,Â P7Â 1101CH	Â	Â X	Â	Â
CISCO SYSTEMS, INC. 170 WEST TASMAN DR SAN JOSE,Â CAÂ 95134-1706	Â	Â X	Â	Â

Signatures

CISCO SYSTEMS INTERNATIONAL B.V. By: /s/ Evan Sloves,
Attorney-in-Fact

11/06/2013

__Signature of Reporting Person

Date

CISCO SYSTEMS, INC. By: /s/ Evan Sloves, Assistant Secretary

11/06/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Series C Preferred Stock is convertible at any time into one share of Issuer's Common Stock for no additional consideration. Each such share will automatically convert into one-seventh of one share of Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series C Preferred Stock does not have an expiration date.
- (2) Number of shares and exercise price do not reflect a seven-for-one reverse stock split to be effected by the Issuer immediately prior to the closing of the Issuer's initial public offering of Common Stock.
- (3) Each share of Series D Preferred Stock is convertible at any time into one share of Issuer's Common Stock for no additional consideration. Each such share will automatically convert into one-seventh of one share of Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series D Preferred Stock does not have an expiration date.
- (4) Each share of Series E Preferred Stock is convertible at any time into one share of Issuer's Common Stock for no additional consideration. Each such share will automatically convert into one-seventh of one share of Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series E Preferred Stock does not have an expiration date.
- (5) The reported warrant is currently exercisable for 6,287,989 shares of the Issuer's Series C Preferred Stock. Upon the closing of the Issuer's initial public offering of Common Stock, all outstanding shares of Series C Preferred Stock will automatically convert into Common Stock after giving effect to a 1-for-7 reverse stock split, and the reported warrant will by its terms become exercisable for

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898,284 shares of the Issuer's Common Stock.

- (6) The warrant exercise price has not been adjusted to give effect to the Issuer's seven-for-one reverse stock split to be effected immediately prior to the closing of the Issuer's initial public offering of Common Stock.

- (7) Cisco Systems International B.V. (Cisco International B.V.) directly beneficially owns the reported securities. Cisco Systems, Inc. (Cisco) indirectly owns 100% of the outstanding securities of Cisco International B.V. and as such may be deemed to be an indirect beneficial owner of the reported securities. Except to the extent of any indirect pecuniary interest therein, Cisco disclaims beneficial ownership of the securities beneficially owned by Cisco International B.V.

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Remarks:

FollowingÂ theÂ closingÂ ofÂ theÂ Issuer'sÂ initialÂ publicÂ offering,Â theÂ ReportingÂ PersonsÂ expectÂ thatÂ theÂ se

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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