

MAVENIR SYSTEMS INC

Form 4

November 15, 2013

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 *
Cisco Systems International B.V.

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

5. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Middle)

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

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

HAARLERBERGPARK, HAARLERBERGWEG
13-19

11/13/2013

(Street)

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

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

AMSTERDAM, P7 1101CH

(City)

(State)

(Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2013		C		898,284	A	(1) 898,284
Common Stock	11/13/2013		C		136,885	A	(2) 1,035,169
Common Stock	11/13/2013		C		100,776	A	(3) 1,135,945

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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
Series C Preferred Stock	<u>(1)</u>	11/13/2013		C		6,287,989		<u>(1)</u>	<u>(1)</u>	Common Stock	898,284 <u>(1)</u>
Series D Preferred Stock	<u>(2)</u>	11/13/2013		C		958,195		<u>(2)</u>	<u>(2)</u>	Common Stock	136,885 <u>(2)</u>
Series E Preferred Stock	<u>(3)</u>	11/13/2013		C		705,436		<u>(3)</u>	<u>(3)</u>	Common Stock	100,776 <u>(3)</u>

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

X

X

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

 **Signature of Reporting Person

Date _____

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

 **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) On November 13, 2013, each share of Series C Preferred Stock automatically converted into one-seventh of one share of Issuer's Common Stock for no additional consideration, after giving effect to a 1-for-7 reverse stock split effected by the Issuer immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series C Preferred Stock had no expiration date.
- (2) On November 13, 2013, each share of Series D Preferred Stock automatically converted into one-seventh of one share of Issuer's Common Stock for no additional consideration, after giving effect to 1-for-7 reverse stock split effected by the Issuer immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series D Preferred Stock had no expiration date.
- (3) On November 13, 2013, each share of Series E Preferred Stock automatically converted into one-seventh of one share of Issuer's Common Stock for no additional consideration, after giving effect to a 1-for-7 reverse stock split effected by the Issuer immediately prior to the closing of the Issuer's initial public offering of Common Stock. The Series E Preferred Stock had no expiration date.
- (4) 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.

Remarks:

Following the closing of the Issuer's initial public offering, the Reporting Persons estimate that the securities reported herein w

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.