

TUCOWS INC /PA/
Form 4
March 05, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lacuna LLC

2. Issuer Name and Ticker or Trading Symbol
TUCOWS INC /PA/ [TCX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 SPRUCE STREET, SUITE 202

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

BOULDER, CO 80302

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

(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 | 03/03/2010 | | S | | 1,168,400 | D | \$ 0.7514 (1) |
| Common Stock | | | | | | | 2,754,611 |
| | | | | | | | 7,572,109 |
| | | | | | | | I |
| | | | | | | | I |
| | | | | | | | See Footnote (2) |
| | | | | | | | See Footnote (3) |

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Lacuna LLC 1100 SPRUCE STREET SUITE 202 BOULDER, CO 80302 | | X | | |
| Lacuna Venture Fund LLLP 1100 SPRUCE STREET SUITE 202 BOULDER, CO 80302 | | X | | |
| Lacuna Ventures GP LLLP 1100 SPRUCE STREET SUITE 202 BOULDER, CO 80302 | | X | | |
| Lacuna Hedge Fund LLLP 1100 SPRUCE STREET SUITE 202 BOULDER, CO 80302 | | X | | |
| Lacuna Hedge GP LLLP 1100 SPRUCE STREET SUITE 202 BOULDER, CO 80302 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Laura M. Medina as Attorney in Fact for Lacuna, LLC | 03/05/2010 |
| **Signature of Reporting Person | Date |
| | 03/05/2010 |

/s/ Laura M. Medina as Attorney in Fact for Lacuna Venture Fund
LLLP

__Signature of Reporting Person

Date

/s/ Laura M. Medina as Attorney in Fact for Lacuna Ventures GP
LLLP

03/05/2010

__Signature of Reporting Person

Date

/s/ Laura M. Medina as Attorney in Fact for Lacuna Hedge Fund
LLLP

03/05/2010

__Signature of Reporting Person

Date

/s/ Laura M. Medina as Attorney in Fact for Lacuna Hedge GP
LLLP

03/05/2010

__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) All of the shares sold were within a \$1.00 price range between \$0.75 to \$0.76 per share, with a weighted average price per share of \$0.7514. Upon request, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

These shares are held by Lacuna Venture Fund LLLP ("Lacuna Venture") and are indirectly owned by Lacuna LLC ("Lacuna LLC") and Lacuna Ventures GP LLLP ("Lacuna Ventures GP"). Lacuna LLC serves as the sole general partner of Lacuna Ventures GP, which
(2) serves as the sole general partner of Lacuna Venture. Neither Lacuna LLC nor Lacuna Ventures GP directly owns any securities of the Issuer. Each of Lacuna LLC and Lacuna Ventures GP disclaims beneficial ownership of the securities held by Lacuna Venture, except to the extent of its pecuniary interest therein.

These shares are held by Lacuna Hedge Fund LLLP ("Lacuna Hedge") and are indirectly owned by Lacuna LLC and Lacuna Hedge GP LLLP ("Lacuna Hedge GP"). Lacuna LLC serves as the sole general partner of Lacuna Hedge GP, which serves as the sole general
(3) partner of Lacuna Hedge. Neither Lacuna LLC nor Lacuna Hedge GP directly owns any securities of the Issuer. Each of Lacuna LLC and Lacuna Hedge GP disclaims beneficial ownership of the securities held by Lacuna Hedge, except to the extent of its pecuniary interest therein.

Remarks:

This Form 4 is filed by Lacuna, LLC ("Lacuna LLC"), Lacuna Venture Fund LLLP ("Lacuna Venture"), Lacuna Hedge Fund LLLP ("Lacuna Hedge"), Lacuna Ventures GP LLLP ("Lacuna Ventures GP"), and Lacuna Hedge GP LLLP ("Lacuna Hedge GP" and, together with Lacuna LLC, Lacuna Venture, Lacuna Hedge and Lacuna Ventures GP, the "Lacuna Entities"). The Lacuna Entities expressly disclaim status as a "group" for purposes of this Form 4.

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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