

ENVIVIO INC

Form 4

October 29, 2015

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miller Erik E.

(Last) (First) (Middle)

535 MISSION STREET, 27TH  
FLOOR

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ENVIVIO INC [ENVI]

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

10/27/2015

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 Financial 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	(D)	Price

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  
displays a currently valid OMB control  
number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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## Edgar Filing: ENVIVIO INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Stock Option (right to buy)	\$ 0.3	10/27/2015	D			46,137	<u>(1)</u>	01/25/2020	Common Stock	46,137
Stock Option (right to buy)	\$ 0.3	10/27/2015	D			129,468	<u>(1)</u>	12/07/2020	Common Stock	129,468
Stock Option (right to buy)	\$ 3.3	10/27/2015	D			45,740	<u>(2)</u>	09/11/2023	Common Stock	45,740
Stock Option (right to buy)	\$ 3.25	10/27/2015	D			45,740	<u>(3)</u>	03/25/2024	Common Stock	45,740
Stock Option (right to buy)	\$ 2	10/27/2015	D			125,000	<u>(4)</u>	09/10/2024	Common Stock	125,000
Stock Option (right to buy)	\$ 1.83	10/27/2015	D			128,000	<u>(5)</u>	08/10/2025	Common Stock	128,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Erik E. 535 MISSION STREET, 27TH FLOOR SAN FRANCISCO, CA 94105			Chief Financial Officer	

## Signatures

/s/ Erik E. Miller                      10/29/2015

\_\_\_\_Signature of                      Date  
Reporting Person

## 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).

Pursuant to an Agreement and Plan of Merger dated September 10, 2015 by and among Ericsson Inc., Cindy Acquisition Corp. and  
(1) Envivio, Inc. (the "Merger Agreement"), this fully vested option was converted at the effective time of the merger into a right to receive a cash payment representing the difference between the exercise price of this option and \$4.10 per share.

Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably  
(2) practicalable following the effective time of the merger for the vested portion of the option representing 29,301 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 16,439 shares.

Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably  
(3) practicalable following the effective time of the merger for the vested portion of the option representing 25,014 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 20,276 shares.

Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably  
(4) practicalable following the effective time of the merger for the vested portion of the option representing 56,640 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 68,360 shares.

Pursuant to the Merger Agreement, this option was converted at the effective time of the merger into a right to receive: (a) a cash payment representing the difference between the exercise price of this option and \$4.10 per share, payable in a lump sum as soon as reasonably  
(5) practicalable following the effective time of the merger for the vested portion of the option representing 32,000 shares and (b) a cash payment representing the difference between the exercise price of this option and \$4.10 per share payable in periodic payments no less frequently than on a semi-annual basis following the vesting of the unvested portion of the option as if such option continued to vest following the effective time of the merger, representing 96,000 shares.

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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