

NETLOGIC MICROSYSTEMS INC
Form 4
September 08, 2005

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 *
DOMENIK STEPHEN L

2. Issuer Name and Ticker or Trading Symbol
NETLOGIC MICROSYSTEMS INC
[NETL]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
13455 NOEL ROAD, SUITE 1670
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2005

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

DALLAS, TX 75240
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 09/07/2005 | | J | | 1,014 | A | ① 12,027 | D | |
| Common Stock | 09/07/2005 | | J | | 687,869 | D | ② 0 | I | See Footnote 2 |
| Common Stock | 09/07/2005 | | J | | 14,038 | D | ③ 0 | I | See Footnote 3 |

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

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number.

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 Beneficially Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOMENIK STEPHEN L 13455 NOEL ROAD SUITE 1670 DALLAS, TX 75240 | X | | | |

Signatures

John V. Jagers, By Power Of Attorney
Date: 09/08/2005

**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) Pro rata distribution of shares, with no additional consideration, from Sevin Rosen Fund VIII L.P. to its partners and Sevin Rosen VIII Affiliates Fund L.P. to its partners.
- (2) Pro rata distribution of shares, with no additional consideration, from Sevin Rosen Fund VIII L.P. ("SRF VIII") to its partners. Shares were held directly by SRF VIII. SRB Associates VIII L.P. ("SRB VIII") is the general partner of SRF VIII. Mr. Domenik is a general partner of SRB VIII and exercises shared voting, investment and dispositive rights with respect to the shares of stock held by SRF VIII. He disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in such shares.
- (3) Pro rata distribution of shares, with no additional consideration, from Sevin Rosen VIII Affiliates Fund L.P. ("SR VIII Affiliates"). Shares were held directly by SR VIII Affiliates. SRB Associates VIII L.P. ("SRB VIII") is the general partner of SR VIII Affiliates. Mr. Domenik is a general partner of SRB VIII and exercises shared voting, investment and dispositive rights with respect to the shares of stock held by SR VIII Affiliates. He disclaims beneficial ownership of the shares except to the extent of his pecuniary interest in such 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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