

CONTROL4 CORP
Form SC 13G/A
February 14, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Control4 Corporation

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

21240D 10 7

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

Frazier Technology Ventures II, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

1,992,025

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

1,992,025

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

1,992,025

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.43%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. 21240D 10 7 13G Page 3 of 11 Pages

NAMES OF REPORTING PERSONS

1

FTVM II, L.P.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

1,992,025

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

1,992,025

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

1,992,025

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.43%

TYPE OF REPORTING PERSON

12

PN

CUSIP No. 21240D 10 7 13G Page 4 of 11 Pages

NAMES OF REPORTING PERSONS

1 Frazier Technology Management,
L.L.C.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 1,992,025

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6 0

SOLE DISPOSITIVE POWER

7 1,992,025

SHARED DISPOSITIVE POWER

8 0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9 1,992,025

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.43%

TYPE OF REPORTING PERSON

12

OO

CUSIP No. 21240D 10 7 13G Page 5 of 11 Pages

NAMES OF REPORTING PERSONS

1

Len Jordan

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States citizen

SOLE VOTING POWER

5

1,992,025

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

1,992,025

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

1,992,025

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.43%

TYPE OF REPORTING PERSON

12

IN

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NAMES OF REPORTING PERSONS

1

Scott Darling

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States citizen

SOLE VOTING POWER

5

1,992,025

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

1,992,025

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

1,992,025

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

8.43%

TYPE OF REPORTING PERSON

12

IN

CUSIP No. 21240D 10 7 13G Page 7 of 11 Pages

Item 1(a). Name of Issuer: Control4 Corporation (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

11734 S. Election Road
Salt Lake City, UT 84020

Item 2(a). Name of Persons Filing:

Frazier Technology Ventures II, L.P. ("FTV II"), FTVM II, L.P. ("FTVM L.P.") and Frazier Technology Management, L.L.C. ("FTVM L.L.C."), Len Jordan ("Jordan"), Scott Darling ("Darling"), (each, a "Reporting Person and collectively, the "Reporting Persons"). FTVM L.P. is the sole general partner of FTV II. FTVM L.L.C. is the sole general partner of FTVM L.P. Jordan and Darling (collectively, the "Members") are all of the members of FTVM L.L.C.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of each of the Reporting Persons is:
c/o Frazier Healthcare Partners
601 Union Street, Suite 3200
Seattle, WA 98101

Item 2(c). Citizenship:

FTV II and FTVM L.P. are limited partnerships organized under the laws of the State of Delaware. FTVM L.L.C. is a limited liability company organized under the laws of the State of Delaware. Each of the Members is a United States Citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.0001 par value per share (the "Common Stock").

Item 2(e). CUSIP Number: 21240D107

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable.

Item 4. Ownership.

Amount Beneficially Owned: FTV II is the record owner of 1,992,025 Common Stock (the "Record Shares"). As the general partner of FTV II, FTVM L.P. may be deemed to own beneficially the Record Shares. As the general (a) partner of FTVM L.P., FTVM L.L.C. likewise may be deemed to own beneficially the Record Shares. As the managing members of FTVM L.L.C., each of the Members also may be deemed to own beneficially the Record Shares.

Percent of Class: See Line 11 of the cover sheets. In accordance with Rule 13d-1(j), the percentages relating to beneficial ownership of Common Stock are based on 23,639,120 Common Stock reported by the Issuer to be (b) outstanding as of October 28, 2016 as set forth in the Issuer's most recent Form 10-Q filed with the Securities and Exchange Commission on November 4, 2016.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: see line 5 of cover sheets.

(ii) shared power to vote or to direct the vote: see line 6 of cover sheets.

(iii) sole power to dispose or to direct the disposition: see line 7 of cover sheets.

(iv) shared power to dispose or to direct the disposition: see line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such shares of Ordinary Shares except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certification.

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Amendment No. 1 to Schedule 13G.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated February 14, 2017

FRAZIER TECHNOLOGY VENTURES II, L.P.

By: FTVM II, L.P., its General Partner

By: Frazier Technology Management, L.L.C., its General Partner

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

FTVM II, L.P.

By: Frazier Technology Management, L.L.C., its General Partner

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

FRAZIER TECHNOLOGY MANAGEMENT, L.L.C.

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

*

Len Jordan

*

Scott Darling

*By: /s/ Steve R. Bailey

Steve R. Bailey, as Attorney-in-Fact

This Amendment No. 1 to Schedule 13G was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need to be filed with respect to the ownership by each of the undersigned of shares of Common Stock of Control4 Corporation.

Dated February 14, 2017

FRAZIER TECHNOLOGY VENTURES II, L.P.

By: FTVM II, L.P., its General Partner

By: Frazier Technology Management, L.L.C., its General Partner

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

FTVM II, L.P.

By: Frazier Technology Management, L.L.C., its General Partner

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

FRAZIER TECHNOLOGY MANAGEMENT, L.L.C.

By: /s/ Steve R. Bailey

Steve R. Bailey, Chief Financial Officer

*

Len Jordan

*

Scott Darling

*By: /s/ Steve R. Bailey

Steve R. Bailey, as Attorney-in-Fact

This Amendment No. 1 to Schedule 13G was executed by Steve R. Bailey on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Steve R. Bailey with full power to act singly, his true and lawful attorney-in-fact, with full power of substitution, to: (i) sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership or limited liability company, pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended, and any and all regulations promulgated thereunder, (ii) file the same (including any amendments thereto), with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and any stock exchange or similar authority and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate. Each of the undersigned hereby grant to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

This power of attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 14th day of February, 2017.

/s/ Len Jordan
Len Jordan

/s/ Scott Darling
Scott Darling