

MV MANAGEMENT IX LLC
 Form 4
 September 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MV MANAGEMENT IX LLC

2. Issuer Name and Ticker or Trading Symbol
 3PAR Inc. [PAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3000 SAND HILL ROAD, BLDG 4,
 SUITE 100

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/24/2010

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

(Street)
 MENLO PARK, CA 94025

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

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 | (A) or (D) | Price | | |
| Common Stock | 09/24/2010 | 09/24/2010 | U | | 8,777,767 | D | \$ 33 0 | I | See Footnotes (1) (2) |
| Common Stock | 09/24/2010 | 09/24/2010 | U | | 292,965 | D | \$ 33 0 | I | See Footnotes (3) (4) |
| Common Stock | 09/24/2010 | 09/24/2010 | U | | 36,574 | D | \$ 33 0 | I | See Footnotes (5) (6) |
| Common Stock | 09/24/2010 | 09/24/2010 | U | | 164,055 | D | \$ 33 0 | I | See Footnotes |

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 (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 |
| MV MANAGEMENT IX LLC 3000 SAND HILL ROAD BLDG 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO VENTURES IX LP 3000 SAND HILL ROAD BLDG 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO ENTREPRENEURS FUND IX LP 3000 SAND HILL ROAD BLDG 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| MENLO ENTREPRENEURS FUND IX A LP 3000 SAND HILL ROAD BLDG 4, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| | | | | X |

MMEF IX LP
 3000 SAND HILL ROAD
 BLDG 4, SUITE 100
 MENLO PARK, CA 94025

Signatures

| | |
|--|------------|
| /s/ Mark A. Siegel for MV Management IX, L.L.C. | 09/27/2010 |
| **Signature of Reporting Person | Date |
| /s/ Mark A. Siegel, MV Management IX, L.L.C., its General Partner for Menlo Ventures IX, L.P. | 09/27/2010 |
| **Signature of Reporting Person | Date |
| /s/ Mark A. Siegel, MV Management IX, L.L.C., its General Partner for Menlo Entrepreneurs Fund IX, L.P. | 09/27/2010 |
| **Signature of Reporting Person | Date |
| /s/ Mark A. Siegel, MV Management IX, L.L.C., its General Partner for Menlo Entrepreneurs Fund IX(A), L.P. | 09/27/2010 |
| **Signature of Reporting Person | Date |
| /s/ Mark A. Siegel, MV Management IX, L.L.C., its General Partner for MMEF IX, L.P. | 09/27/2010 |
| **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) These shares are owned directly by Menlo Ventures IX, L.P. ("Menlo IX"), of which MV Management IX, L.L.C. ("MVM IX") is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM IX are Mark A. Siegel, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, John W. Jarve, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Mark A. Siegel is a director of Issuer. (Continued in Footnote 2)

(2) Menlo IX, Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs Fund IX(A), L.P., and MMEF IX L.P. may be deemed to be a member of a Section 13(d) "group". Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs Fund IX(A), L.P., and MMEF IX L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo IX.

(3) These shares are owned directly by Menlo Entrepreneurs Fund IX, L.P., of which MVM IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are Mark A. Siegel, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, John W. Jarve, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Mark A. Siegel is a director of Issuer. (Continued in Footnote 4)

(4) Menlo IX, Menlo Entrepreneurs Fund IX(A), L.P. and MMEF IX, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo IX, Menlo Entrepreneurs Fund IX(A), L.P. and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by Menlo Entrepreneurs Fund IX, L.P.

(5) These shares are owned directly by Menlo Entrepreneurs Fund IX(A), L.P., of which MVM IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are Mark A. Siegel, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, John W. Jarve, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Mark A. Siegel is a director of Issuer. (Continued in Footnote 6)

(6) Menlo IX, Menlo Entrepreneurs Fund IX, L.P. and MMEF IX, L.P. may be deemed to be a member of a Section 13(d) "group." Menlo IX, Menlo Entrepreneurs Fund IX, L.P. and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of

Edgar Filing: MV MANAGEMENT IX LLC - Form 4

any shares held by Menlo Entrepreneurs Fund IX(A), L.P.

These shares are owned directly by MMEF IX, L.P., of which MVM IX is the sole general partner and exercises voting and investment power over these shares. The managing members of MVM-IX are Mark A. Siegel, H.D. Montgomery, Douglas C. Carlisle, Sonja H. Perkins, John W. Jarve, Pravin A. Vazirani and Shawn T. Carolan. The reporting person and its managing members disclaim beneficial ownership of these securities, except to the extent of their respective proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Mark A. Siegel is a director of Issuer. (Continued in Footnote 8)

- (7)
- (8) 13(d) "group." Menlo IX Menlo Entrepreneurs Fund IX, L.P. and Menlo Entrepreneurs Fund IX(A), L.P. disclose the existence of such group and disclaim beneficial ownership of any shares held by MMEF IX, L.P.

Menlo IX, Menlo Entrepreneurs Fund IX, L.P. and Menlo Entrepreneurs Fund IX(A), L.P. may be deemed to be a member of a Section

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.