

INFOBLOX INC
Form 4
April 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
SC X MANAGEMENT LLC

2. Issuer Name and Ticker or Trading Symbol
INFOBLOX INC [BLOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 SAND HILL ROAD, 4-250

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2012

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

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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/25/2012 | | C | | 4,346,174 | A | ① 4,484,254 | I | By Sequoia Capital X, LP ⁽²⁾ |
| Common Stock | 04/25/2012 | | C | | 387,505 | A | ① 399,816 | I | By Sequoia Capital X Principals Fund, LP ⁽³⁾ |
| Common Stock | 04/25/2012 | | C | | 626,012 | A | ① 645,900 | I | By Sequoia Technology Partners X, LP ⁽⁴⁾ |
| | 04/25/2012 | | C | | 1,070,773 | A | ⑤ 1,106,569 | I | |

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| | | | | | | | | |
|--------------|------------|---|-----------|---|------------|-----------|---|--|
| Common Stock | | | | | | | | By Sequoia Capital Franchise Fund, LP <u>(6)</u> |
| Common Stock | 04/25/2012 | C | 146,014 | A | <u>(5)</u> | 150,895 | I | By Sequoia Capital Franchise Partners, LP <u>(7)</u> |
| Common Stock | 04/25/2012 | C | 986,693 | A | <u>(5)</u> | 5,470,947 | I | By Sequoia Capital X, LP <u>(2)</u> |
| Common Stock | 04/25/2012 | C | 87,973 | A | <u>(5)</u> | 487,789 | I | By Sequoia Capital X Principals Fund, LP <u>(3)</u> |
| Common Stock | 04/25/2012 | C | 142,121 | A | <u>(5)</u> | 788,021 | I | By Sequoia Technology Partners X, LP <u>(4)</u> |
| Common Stock | 04/25/2012 | C | 19,243 | A | <u>(8)</u> | 19,243 | I | By Sequoia Capital Entrepreneurs Annex Fund, LP <u>(9)</u> |
| Common Stock | 04/25/2012 | C | 694,274 | A | <u>(8)</u> | 1,800,843 | I | By Sequoia Capital Franchise Fund, LP <u>(6)</u> |
| Common Stock | 04/25/2012 | C | 94,673 | A | <u>(8)</u> | 245,568 | I | By Sequoia Capital Franchise Partners, LP <u>(7)</u> |
| Common Stock | 04/25/2012 | C | 461,849 | A | <u>(8)</u> | 461,849 | I | By Sequoia Capital IX, LP <u>(10)</u> |
| Common Stock | 04/25/2012 | C | 1,404,354 | A | <u>(8)</u> | 6,875,301 | I | By Sequoia Capital X, LP <u>(2)</u> |
| Common Stock | 04/25/2012 | C | 125,212 | A | <u>(8)</u> | 613,001 | I | By Sequoia Capital X Principals Fund, LP <u>(3)</u> |
| | 04/25/2012 | C | 202,279 | A | <u>(8)</u> | 990,300 | I | |

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Common
Stock

By Sequoia
Technology
Partners X, LP
(4)

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) | Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Securities (Instr. 3 and 4) |
| Series C Convertible Preferred Stock | <u>(1)</u> | 04/25/2012 | | C | 13,038,522 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 4,346,000 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 04/25/2012 | | C | 1,162,517 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 387,000 |
| Series C Convertible Preferred Stock | <u>(1)</u> | 04/25/2012 | | C | 1,878,036 <u>(1)</u> | <u>(1)</u> | <u>(1)</u> | Common Stock | 626,000 |
| Series D Convertible Preferred Stock | <u>(5)</u> | 04/25/2012 | | C | 3,212,319 <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,070,000 |
| Series D Convertible Preferred Stock | <u>(5)</u> | 04/25/2012 | | C | 438,044 <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock | 146,000 |
| Series D Convertible Preferred Stock | <u>(5)</u> | 04/25/2012 | | C | 2,960,080 <u>(5)</u> | <u>(5)</u> | <u>(5)</u> | Common Stock | 986,000 |

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| | | | | | | | | |
|---|-----|------------|---|------------------|-----|-----|-----------------|--------|
| Series D Convertible Preferred Stock | (5) | 04/25/2012 | C | 263,921 (5) | (5) | (5) | Common Stock | 87,9 |
| Series D Convertible Preferred Stock | (5) | 04/25/2012 | C | 426,363 (5) | (5) | (5) | Common Stock | 142, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 57,731 (8) | (8) | (8) | Common Stock | 19, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 2,082,824 (8) | (8) | (8) | Common Stock | 694, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 284,021 (8) | (8) | (8) | Common Stock | 94, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 1,385,549 (8) | (8) | (8) | Common Stock | 461, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 4,213,063 (8) | (8) | (8) | Common Stock | 1,404, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 375,638 (8) | (8) | (8) | Common Stock | 125, |
| Series E Convertible Preferred Stock | (8) | 04/25/2012 | C | 606,839 (8) | (8) | (8) | Common Stock | 202, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SC X MANAGEMENT LLC 3000 SAND HILL ROAD, 4-250 | | | X | |

| | |
|--|---|
| MENLO PARK, CA 94025 | |
| SC IX.I MANAGEMENT, LLC | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SCFF MANAGEMENT LLC | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA CAPITAL ENTERPRENEURS ANNEX FUND | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA CAPITAL FRANCHISE FUND LP | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA CAPITAL FRANCHISE PARTNERS LP | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA CAPITAL IX | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA CAPITAL X PRINCIPALS FUND LLC | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA CAPITAL X | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |
| SEQUOIA TECHNOLOGY PARTNERS X LP | |
| 3000 SAND HILL ROAD, 4-250 | X |
| MENLO PARK, CA 94025 | |

Signatures

/s/ Melinda Dunn, by power of attorney for Michael Goguen, as a Managing Member of SC X Management LLC

04/27/2012

__Signature of Reporting Person

Date

Melinda Dunn, by power or attorney for Michael Goguen, a Managing Member of SC IX.I Management, LLC

04/27/2012

__Signature of Reporting Person

Date

Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SCFF Management, LLC

04/27/2012

__Signature of Reporting Person

Date

Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SC IX.I Management, LLC, the General Partner of Sequoia Capital Entrepreneurs Annex Fund, LP

04/27/2012

__Signature of Reporting Person

Date

Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SCFF

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| | |
|---|------------|
| Management, LLC, the General Partner of Sequoia Capital Franchise Fund, LP | 04/27/2012 |
| __Signature of Reporting Person | Date |
| Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SCFF Management, LLC, the General Partner of Sequoia Capital Franchise Partners, LP | 04/27/2012 |
| __Signature of Reporting Person | Date |
| Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SC IX.I Management, LLC, the General Partner of Sequoia Capital IX, LP | 04/27/2012 |
| __Signature of Reporting Person | Date |
| Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SC X Management LLC, the Managing Member of Sequoia Capital X Principals Fund, LLC | 04/27/2012 |
| __Signature of Reporting Person | Date |
| Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SC X Management LLC, the General Partner of Sequoia Capital X, LP | 04/27/2012 |
| __Signature of Reporting Person | Date |
| Melinda Dunn, by power of attorney for Michael Goguen, a Managing Member of SC X Management LLC, the General Partner of Sequoia Technology Partners X, LP | 04/27/2012 |
| __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) Each share of the issuer's Series C Convertible Preferred Stock automatically converted into 1/3 share of the issuer's Common Stock on April 25, 2012 pursuant to an election by the holders of a majority of the shares of preferred stock of the issuer in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, and had no expiration date.
- (2) SC X Management LLC ("SC X Management"), the General Partner of Sequoia Capital X, LP ("SC X"), may be deemed to share voting and dispositive power with respect to the shares held by SC X. SC X Management disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (3) SC X Management, the Managing Member of Sequoia Capital X Principals Fund, LLC ("SC X PF"), may be deemed to share voting and dispositive power with respect to the shares held by SC X PF. SC X Management disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (4) SC X Management, the General Partner of Sequoia Technology Partners X, LP ("STP X"), may be deemed to share voting and dispositive power with respect to the shares held by STP X. SC X Management disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (5) Each share of the issuer's Series D Convertible Preferred Stock automatically converted into 1/3 share of the issuer's Common Stock on April 25, 2012 pursuant to an election by the holders of a majority of the shares of preferred stock of the issuer in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, and had no expiration date.
- (6) SCFF Management, LLC ("SCFF LLC"), the General Partner of Sequoia Capital Franchise Fund, LP ("SCFF"), may be deemed to share voting and dispositive power with respect to the shares held by SCFF. SCFF LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- (7) SCFF LLC, the General Partner of Sequoia Capital Franchise Partners, LP ("SCFP"), may be deemed to share voting and dispositive power with respect to the shares held by SCFP. SCFF LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of

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the reported securities for purposes of Section 16 or for any other purposes.

- (8) Each share of the issuer's Series E Convertible Preferred Stock automatically converted into 1/3 share of the issuer's Common Stock on April 25, 2012 pursuant to an election by the holders of a majority of the shares of preferred stock of the issuer in connection with the closing of the issuer's sale of its Common Stock in its firm commitment initial underwritten public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, and had no expiration date.

- (9) SC IX.I Management, LLC ("SC IX.I Management"), the General Partner of Sequoia Capital Entrepreneurs Annex Fund, LP ("SC Annex"), may be deemed to share voting and dispositive power with respect to the shares held by SC Annex. SC IX.I Management disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (10) SC IX.I Management, the General Partner of Sequoia Capital IX, LP ("SC IX"), may be deemed to share voting and dispositive power with respect to the shares held by SC IX. SC IX.I Management disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

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.