SEC Form 4

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Pelosi Janine
(City) SAN JOSE
(State) CA
(Zip) 95113

2. Issuer Name and Ticker or Trading Symbol

Zoom Video Communications, Inc. [ ZM ]

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

12/24/2020

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

12/28/2020

5. Relationship of Reporting Person(s) to Issuer

Director 10% Owner
Chief Marketing Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
X Form filed by More than One Reporting Person

7. Name and Address of Principal Financial Officer

Zoom Video Communications, Inc.
55 ALMADEN BOULEVARD, 6TH FLOOR
SAN JOSE, CA 95113

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/24/2020</td>
<td></td>
<td>C</td>
<td>30,000 A</td>
<td>$31,388 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Class A Common Stock</td>
<td>03/03/2021</td>
<td></td>
<td>C</td>
<td>4,000 A</td>
<td>$382.83 31,388 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$3.77</td>
<td>12/24/2020</td>
<td></td>
<td>M</td>
<td>30,000 (2)</td>
<td>09/06/2028 (2)</td>
<td>Class B Common Stock 30,000 $0</td>
<td>241,890 D</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Class B Common Stock</td>
<td>(3)</td>
<td>12/24/2020</td>
<td></td>
<td>M</td>
<td>30,000 (3)</td>
<td>(3)</td>
<td>Class A Common Stock 30,000 $0</td>
<td>30,000 D</td>
<td>D</td>
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<td></td>
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<td>03/03/2021</td>
<td></td>
<td>M</td>
<td>4,000 (2)</td>
<td>09/06/2028 (2)</td>
<td>Class B Common Stock 4,000 $0</td>
<td>237,890 D</td>
<td>D</td>
<td></td>
<td></td>
</tr>
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<td>D</td>
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<td></td>
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<td>(3)</td>
<td>03/03/2021</td>
<td></td>
<td>C</td>
<td>4,000 (3)</td>
<td>(3)</td>
<td>Class A Common Stock 4,000 $0</td>
<td>0 D</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>(4)</td>
<td>03/03/2021</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Class A Common Stock 450 $0 450</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

2. 1/48 of the shares subject to the option vests in equal monthly installments commencing one month from July 31, 2018.

3. Each share of Class B Common Stock is convertible at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock held by the Reporting Person will convert automatically into one share of Class A Common Stock upon (a) other than Eric S. Yuan, the death of the Reporting Person, or (b) any transfer by the Reporting Person except certain "Permitted Transfers" described in the Issuer's certificate of incorporation. All outstanding shares of Class B Common Stock will convert into shares of Class A Common Stock upon the earliest of (i) six months following the death or incapacity of Mr. Yuan, (ii) six months following the date that Mr. Yuan ceases providing services to the Issuer, (iii) the date specified by the holders of a majority of the shares of Class B Common Stock, and (iv) the 15-year anniversary of the closing of the Issuer's initial public offering.

4. Each restricted stock unit represents a contingent right to receive one share of Issuer's Class A Common Stock.

5. The reporting person received an award of restricted stock units on June 8, 2020, 1/2 of which will vest on the first anniversary date of the grant, and 1/2 of which will vest on the second anniversary date of the grant.

Remarks:

This amendment is being filed to report the conversion of 30,000 shares of Issuer's Class B Common Stock into Class A Common Stock.

Compensation Committee Chair

/s/ Aparna Bawa, Attorney-in-Fact

03/05/2021

** Signature of Reporting Person Date
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.