SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

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1. Name and Address of Reporting Person [*] Emergence Capital Partners III, L.P.	2. Date of Event Requiring Statement (Month/Day/Year) 04/17/2019		3. Issuer Name and Ticker or Trading Symbol <u>Zoom Video Communications, Inc.</u> [ZM]				
(Last) (First) (Middle) 160 BOVET ROAD, SUITE 300			4. Relationship of Reporting Per (Check all applicable) Director	rson(s) to Issue	er (Mo	nth/Day/Year)	ate of Original Filed
(Ctract)			Officer (give title below)	Other (spe below)		licable Line)	t/Group Filing (Check
(Street) SAN MATEO CA 94402					Х	Earm filed b	y One Reporting Person y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	cṫ (D) (Instr		Beneficial Ownership
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security		
Series A Convertible Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	4,000,000	0.00(1)	I	By Emergence Capital Partners III, L.P. ⁽³⁾
Series A Convertible Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	324,744	0.00(1)	I	By EZP Opportunity, L.P. ⁽⁴⁾
Series A Convertible Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	98,896	0.00(1)	I	By Red Porphyry, LLC ⁽⁵⁾
Series C Convertible Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	22,908,848	0.00(1)	I	By Emergence Capital Partners III, L.P. ⁽³⁾
Series D Convertible Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	2,850,724	0.00(1)	I	By EZP Opportunity, L.P. ⁽⁴⁾
Class B Common Stock	(2)	(2)	Class A Common Stock	102,368	0.00(2)	I	By EZP Opportunity, L.P. ⁽⁴⁾
Class B Common Stock	(2)	(2)	Class A Common Stock	115,271	0.00(2)	I	By Red Porphyry, LLC ⁽⁵⁾
1. Name and Address of Reporting Person* Emergence Capital Partners III, L.P.							
(Last) (First) (Middle) 160 BOVET ROAD, SUITE 300							
(Street) SAN MATEO CA 94402							
(City) (State) (Zip)	(Zip)						
1. Name and Address of Reporting Person [*] Emergence Equity Partners III, L.P.							
(Last) (First) (Mide 160 BOVET ROAD, SUITE 300	lle)						
(Street)		_					

SAN MATEO	CA	94402				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] EZP Opportunity, L.P.						
(Last) 160 BOVET ROAI	(First) D, SUITE 300	(Middle)				
(Street) SAN MATEO	CA	94402				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person* <u>EMERGENCE GP PARTNERS, LLC</u>						
(Last) 160 BOVET ROAI	(First) D, SUITE 300	(Middle)				
(Street) SAN MATEO	СА	94402				
(City)	(State)	(Zip)				
1. Name and Address of Reporting Person [*] Red Porphyry, LLC						
(Last) 635 KNIGHT WAY	(First)	(Middle)				
(Street) STANFORD	СА	94305				
(City)	(State)	(Zip)				

Explanation of Responses:

1. Each share of Series A Preferred Stock, Series C Preferred Stock and Series D Preferred Stock will be automatically converted into one (1) share of Class B Common Stock immediately prior to the closing of the Issuer's initial public offering of Class A Common Stock (the "IPO"), and has no expiration date.

2. Each share of Class B Common Stock is convertible at the option of the Reporting Person into one share of Class A Common Stock. Following the closing of the IPO, 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) the death of the Reporting Person (if applicable), or (b) any transfer by the Reporting Person except certain "Permitted Transfers" described in the Issuer's certificate of incorporation. Following the closing of the IPO, 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 Eric S. 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 IPO.

3. Shares held directly by Emergence Capital Partners III, L.P. ("Emergence"). The sole general partner of Emergence is Emergence Equity Partners III, L.P. ("EEP III"), and the sole general partner of EEP III is Emergence GP Partners, LLC ("EGP"). Each of the reporting persons on this filing (other than Emergence) disclaims Section 16 beneficial ownership of the shares held by Emergence, except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that it is the beneficial owner of such shares for Section 16 or any other purpose.

4. Shares held directly by EZP Opportunity, L.P. ("EZP"). The sole general partner of EZP is EEP III. Each of the reporting persons on this filing (other than EZP) disclaims Section 16 beneficial ownership of the shares held by Emergence, except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that it is the beneficial owner of such shares for Section 16 or any other purpose.

5. Shares held directly by Red Porphyry, LLC ("Red Porphyry"). Red Porphyry is filing this report solely by virtue of having appointed Emergence as its proxy with respect to the shares held directly by Red Porphyry. Such proxy is irrevocable until the earliest to occur of the six-month anniversary of the IPO, the sale of all or substantially all assets of the Issuer, or certain mergers involving the Issuer. Each of the reporting persons on this filing (other than Red Porphyry) disclaims Section 16 beneficial ownership of the shares held by Red Porphyry, except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that it is the beneficial owner of such shares for Section 16 or any other purpose.

Remarks:

Emergence Capital Partners III, L.P., By: Emergence Equity Partners III, L.P., its sole general partner, By: Emergence 04/17/2019 GP Partners, LLC, its sole general partner, /s/ Gordon Ritter, Manager **Emergence Equity Partners III**, L.P., By: Emergence GP Partners, LLC, its sole general 04/17/2019 partner, /s/ Gordon Ritter, Manager EZP Opportunity, L.P., By: Emergence Equity Partners III, L.P., its sole general partner, 04/17/2019 By: Emergence GP Partners, LLC, its sole general partner, /s/ Gordon Ritter, Manager Emergence GP Partners, LLC, 04/17/2019 its sole general partner, /s/

<u>Gordon Ritter, Manager</u>

 Red Porphyry, LLC, By:

 Charles C Moore, Authorized
 04/17/2019

 Signatory, /s/ Charles C. Moore
 ** 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 5 (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).

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.