SEC Form 4

FORM 4

UNITED STATES	SECURITIES	AND E	XCHANGE	COMMISSIC	ЛC
	Washington		10		

Washington, D.C. 20549

OMB APPROVAL

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Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

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

		*]	2. Issuer Name and Ticker or Trading Symbol Zoom Video Communications, Inc. [ZM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			/////		Director	10% Owner		
(Last) 160 BOVET RC	ast) (First) (Middle) 60 BOVET ROAD, SUITE 300		3. Date of Earliest Transaction (Month/Day/Year) 11/18/2019		Officer (give title below)	Other (specify below)		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) SAN MATEO				Line) X	Form filed by One Repo Form filed by More than	° .		
(City)	(State)	(Zip)			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. Transa Code (8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
		Code V Amount (A) or Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)			
Class A Common Stock	11/18/2019		С	222,850	A	\$0	222,850	Ι	See footnote ⁽¹⁾
Class A Common Stock	11/18/2019		С	27,150	A	\$0	27,150	I	See footnote ⁽²⁾
Class A Common Stock	11/18/2019		J ⁽³⁾	222,850	D	\$0	0	I	See footnote ⁽¹⁾
Class A Common Stock	11/18/2019		J ⁽³⁾	27,150	D	\$0	0	I	See footnote ⁽²⁾
Class A Common Stock	11/18/2019		J ⁽⁴⁾	576	A	\$ <mark>0</mark>	576	D	

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. Transa Code (8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class B Common Stock	(5)	11/18/2019		С			222,850	(5)	(5)	Class A Common Stock	222,850	\$0	26,063,916	Ι	See footnote ⁽¹⁾
Class B Common Stock	(5)	11/18/2019		С			27,150	(5)	(5)	Class A Common Stock	27,150	\$0	3,174,909	I	See footnote ⁽²⁾

Explanation of Responses:

1. 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"). The Reporting Person is a member of EEP III. The Reporting Person disclaims Section 16 beneficial ownership of the shares held by Emergence, except to the extent, if any, of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of such shares for Section 16 or any other purpose.

2. Shares held directly by EZP Opportunity, L.P. ("EZP"). The sole general partner of EZP is EEP III. The Reporting Person disclaims Section 16 beneficial ownership of the shares held by EZP, except to the extent, if any, of his pecuniary interest therein, and this report shall not be deemed an admission that he is the beneficial owner of such shares for Section 16 or any other purpose.

3. Represents a pro rata distribution of Class A Common Stock of the Issuer to partners for no consideration.

4. Represents the receipt of shares of Class A Common Stock of the Issuer by virtue of the pro rata distribution described in footnote (3) above.

5. Each share of Class B Common Stock is convertible at the option of Emergence and EZP, as applicable, into one share of Class A Common Stock and has no expiration date. Each share of Class B Common Stock held by Emergence and EZP, as applicable, will automatically convert into one share of Class A Common Stock upon any transfer by Emergence and EZP, as applicable, 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.

Remarks:

/s/ Aparna Bawa, Attorney-in-

Fact

11/20/2019

** 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).

** 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.