

MV MANAGEMENT IX LLC
 Form 4
 March 09, 2009

FORM 4

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

OMB APPROVAL

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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 *
 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)
 03/05/2009

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/05/2009 | | P | 5,660 A \$ 5.99 | 17,738,934 | I | See Footnote (1) (2) |
| Common Stock | 03/05/2009 | | P | 187 A \$ 5.99 | 585,385 | I | See Footnote (3) |
| Common Stock | 03/05/2009 | | P | 28 A \$ 5.99 | 73,066 | I | See Footnote (4) |
| Common Stock | 03/05/2009 | | P | 125 A \$ 5.99 | 327,743 | I | See footnote (5) |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | | |

Signatures

| | |
|--|------------|
| /s/ MV Management IX, L.L.C. | 03/09/2009 |
| **Signature of Reporting Person | Date |
| /s/ Menlo Ventures IX, L.P. By: MV Management IX, L.L.C. Its General Partner | 03/09/2009 |
| **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).

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- The managing members of MV Management IX, L.L.C. ("MVM-IX") are H.D. Montgomery, John W. Jarve, Douglas C. Carlisle, Sonja
- (1) H. Perkins, Mark A. Siegel, Kenneth H. Calhoun, Arvind Purushotham, Pravin A. Vazirani and Shawn T. Carolan. Mark A. Siegel is a director of Issuer.

These shares are owned directly by Menlo Ventures IX, L.P. ("Menlo IX"), of which MVM-IX is the sole general partner and exercises voting and investment power over these shares. 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

- (2) that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Menlo IX, Menlo Entrepreneurs Fund IX, L.P. Menlo Entrepreneurs 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.

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 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

- (3) that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Menlo IX, Menlo Entrepreneurs Fund IX, L.P. Menlo Entrepreneurs 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.

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 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

- (4) that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose. Menlo IX, Menlo Entrepreneurs Fund IX, L.P., Menlo Entrepreneurs 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 IX and MMEF IX, L.P. disclose the existence of such group and disclaim beneficial ownership of 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 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

- (5) person is the beneficial owner of such securities for Section 16 or any other purpose. Menlo IX, Menlo Entrepreneurs IX, L.P. Menlo Entrepreneurs 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, 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.

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

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