TRUPANION INC. Form SC 13G/A February 12, 2016

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Trupanion, Inc.

(Name of Issuer)

Common Stock Par Value \$0.00001

(Title of Class of Securities)

898202106

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

"Rule 13d-1(b)

"Rule 13d-1(c)

xRule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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Exhibit Index Contained on Page 13

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NAME OF REPORTING PERSONS

Maveron Equity 2CHECK THE Al (a) ["] (b) 3SEC USE ONLY	OR PLACE OF ORGANIZATION SOLE VOTING POWER 5,556,046 shares, except that Maveron General Par 5 partner of MEP III, may be deemed to have sole po	ther III LLC ("Maveron GP III"), the general ower to vote these shares, and Dan Levitan rmick ("McCormick") and Jason Stoffer ("Stoffer"), deemed to have shared power to vote these general partner of MEP III, may be deemed to vitan, Lewis, McCormick and Stoffer, the
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 		5,556,046 19.6% ¹
12 TYPE OF REPORTING PERSON* PN		PN

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NAME OF REPORTING PERSONS

Maveron III Entr 2CHECK THE AI (a) ["] (b) 3SEC USE ONLY	CATION NOS. OF ABOVE PERSONS (ENTITIES repreneurs' Fund, L.P. ("Maveron-Entrepreneurs'") PPROPRIATE BOX IF A MEMBER OF A GROUP* x 7 OR PLACE OF ORGANIZATION		
Delaware	SOLE VOTING POWER		
	235,731 shares, except that Maveron GP III, the ge	maral partner of Mayeron Entrepreneurs' may	
		· · · ·	
NUMBER OF	5 be deemed to have sole power to vote these shares, and Levitan, Lewis, McCormick and Stoffer, the managing members of Maveron GP III, may be deemed to have shared power to vote these		
SHARES	shares.		
BENEFICIALLY	SHARED VOTING POWER		
OWNED BY	See response to row 5.		
EACH	1		
REPORTING	235,731 shares, except that Maveron GP III, the ge	eneral partner Maveron-Entrepreneurs', may be	
PERSON	7 deemed to have sole power to dispose of these shares, and Levitan, Lewis, McCormick and		
WITH	Stoffer, the managing members of Maveron GP III, may be deemed to have shared power to		
	dispose of these shares.		
	8 SHARED DISPOSITIVE POWER		
	See response to row 7.		
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 235,731		235,731	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)			
¹⁰ EXCLUDES CERTAIN SHARES*			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.8% ¹			
12 TYPE OF REPORTING PERSON* PN			

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NAME OF REPORTING PERSONS

1

¹ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
MEP Associates III, L.P. ("Maveron-Associates")			
2 CHECK THE AI	PPROPRIATE BOX IF A MEMBER OF A GROUP*		
(a) (b)	Х		
3 SEC USE ONLY	7		
4 CITIZENSHIP C	OR PLACE OF ORGANIZATION		
Delaware			
	SOLE VOTING POWER		
	761,809 shares, except that Maveron GP III, the ge	· ·	
	5 deemed to have sole power to vote these shares, an		
	NUMBER OF managing members of Maveron GP III, may be deemed to have shared power to vote these		
SHARES	shares.		
BENEFICIALLY	SHARED VOTING POWER		
OWNED BY EACH	See response to row 5. SOLE DISPOSITIVE POWER		
REPORTING	761,809 shares, except that Maveron GP III, the ge	noral partner Mayeron Associates may be	
PERSON	1 0	· · ·	
PERSON7 deemed to have sole power to dispose of these shares, and Levitan, Lewis, McCormick andWITHStoffer, the managing members of Maveron GP III, may be deemed to have shared power to			
dispose of these shares.			
	8 SHARED DISPOSITIVE POWER		
	⁸ See response to row 7.		
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 761 809			
⁹ REPORTING PERSON 761,809			
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)			
** EXCLUDES CERTAIN SHARES*			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.7% ¹			
12 TYPE OF REPORTING PERSON* PN			

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NAME OF REPORTING PERSONS

12TYPE OF REPORTING PERSON*

Maveron Genera 2CHECK THE A (a) " (b) 3SEC USE ONLY 4CITIZENSHIP (ICATION NOS. OF ABOVE PERSONS (ENTITIES al Partner III LLC PPROPRIATE BOX IF A MEMBER OF A GROUP* x Y OR PLACE OF ORGANIZATION		
Delaware	SOLE VOTING POWER		
	6,553,586 shares, of which 5,556,046 shares are directly owned by Maveron-Entrepreneurs', and 76		
	5 Maveron-Associates. Maveron GP III, the general p and Maveron-Associates, may be deemed to have s		
NUMBER OF	F Lewis, McCormick and Stoffer, the managing members of Maveron GP III, may be deemed to		
SHARES	RES have shared power to vote these shares.		
OWNED BY	NEFICIALLY SHARED VOTING POWER /NED BY 6 See response to row 5.		
EACH	SOLE DISPOSITIVE POWER		
REPORTING 6,553,586 shares, of which 5,556,046 shares are directly owned by MEP III, 235,731 shares are			
PERSON directly owned by Maveron-Entrepreneurs', and 761,809 are directly owned by			
WITH 7 Maveron-Associates. Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, may be deemed to have sole power to dispose of these shares, and			
Levitan, Lewis, McCormick and Stoffer, the managing members of Maveron GP III, may be			
	deemed to have shared power to dispose of these shares.		
	8 SHARED DISPOSITIVE POWER		
	See response to row 7.		
9 AGGREGATE REPORTING I	AMOUNT BENEFICIALLY OWNED BY EACH	6,553,586	
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) 10 EXCLUDES CERTAIN SHARES*			
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 23.2% ¹			

¹ Based on 28,280,046 shares of Common Stock outstanding on October 31, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2015.

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NAME OF REPORTING PERSONS

¹ I.R.S. IDENTIFIC	CATION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)
Dan Levitan	, , , , , , , , , , , , , , , , , , ,	
2 CHECK THE AP	PROPRIATE BOX IF A MEMBER OF A GROUP*	
(a) (b)	X	
3SEC USE ONLY		
CITIZENSHIP O	R PLACE OF ORGANIZATION	
⁴ United States		
	SOLE VOTING POWER	
	0 shares	
	SHARED VOTING POWER	
	6,553,586 shares, of which 5,556,046 shares are di	rectly owned by MEP III, 235,731 shares are
NUMBER OF	directly owned by Maveron-Entrepreneurs', and 76	1,809 are directly owned by
SHARES	Maveron-Associates. Levitan is a managing member	
BENEFICIALLY	MEP III, Maveron-Entrepreneurs' and Maveron-As	ssociates, and may be deemed to have shared
OWNED BY	power to vote these shares.	
EACH	7 SOLE VOTING POWER 0 shares	
REPORTING PERSON	SHARED DISPOSITIVE POWER	
WITH	6,553,586 shares, of which 5,556,046 shares are di	portly owned by MED III 235 731 shares are
vv1111	directly owned by Maveron-Entrepreneurs', and 76	1 809 are directly owned by
	⁸ Maveron-Associates. Levitan is a managing member	er of Mayeron GP III the general partner of
	MEP III, Maveron-Entrepreneurs' and Maveron-As	e 1
	power to dispose of these shares.	soonaes, and may be deemed to have shared
	power to dispose of diese shares.	
AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH	6 552 506
9 REPORTING PERSON 6,553,586		6,553,586
10 CHECK BOX II	F THE AGGREGATE AMOUNT IN ROW (9)	
	ERTAIN SHARES*	
11 PERCENT OF O	CLASS REPRESENTED BY AMOUNT IN ROW 9	23.2% ¹
12 TYPE OF REPO	ORTING PERSON*	IN

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NAME OF REPORTING PERSONS

12TYPE OF REPORTING PERSON*

1

¹ I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
Clayton Lewis			
2 CHECK THE AI	PPROPRIATE BOX IF A MEMBER OF A GROUP*		
(a) (b)	Х		
3SEC USE ONLY	Y		
A CITIZENSHIP C	OR PLACE OF ORGANIZATION		
⁴ United States			
	SOLE VOTING POWER		
	⁹ 0 shares		
	SHARED VOTING POWER		
	6,553,586 shares, of which 5,556,046 shares are directly owned	ed by MEP III, 235,731 shares are	
NUMBER OF			
SHARES	[•] Maveron-Associates. Lewis is a managing member of Maveron GP III, the general partner of		
BENEFICIALLY MEP III, Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared			
OWNED BY	power to vote these shares.		
EACH	7 SOLE DISPOSITIVE POWER		
REPORTING	0 shares		
PERSON	SHARED DISPOSITIVE POWER		
WITH 6,553,586 shares, of which 5,556,046 shares are directly owned by MEP III, 235,731 shares are			
directly owned by Maveron-Entrepreneurs', and 761,809 are directly owned by			
	^o Maveron-Associates. Lewis is a managing member of Mavero	e 1	
	MEP III, Maveron-Entrepreneurs' and Maveron-Associates, a	nd may be deemed to have shared	
	power to dispose of these shares.		
ACCDECATE	A MOUNT DENEEKIALLY OWNED DV EACH		
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,553,586			
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) 10 EXCLUDES CERTAIN SHARES*			
	CLASS REPRESENTED BY AMOUNT IN ROW 9 23.2% ¹		

¹ Based on 28,280,046 shares of Common Stock outstanding on October 31, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2015.

IN

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NAME OF REPORTING PERSONS

	CATION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)
Pete McCormick		
	PROPRIATE BOX IF A MEMBER OF A GROUP*	
(a) " (b)	X	
3 SEC USE ONLY		
4 CITIZENSHIP O	R PLACE OF ORGANIZATION	
United States		
	SOLE VOTING POWER	
	0 shares	
	SHARED VOTING POWER	
	6,553,586 shares, of which 5,556,046 shares are dir	• • •
NUMBER OF	6 ^{directly} owned by Maveron-Entrepreneurs', and 76	
SHARES	Maveron-Associates. McCormick is a managing m	
BENEFICIALLY	of MEP III, Maveron-Entrepreneurs' and Maveron-	Associates, and may be deemed to have shared
OWNED BY power to vote these shares.		
EACH 7 SOLE DISPOSITIVE POWER		
REPORTING	0 shares	
PERSON	SHARED DISPOSITIVE POWER	
WITH	6,553,586 shares, of which 5,556,046 shares are dia gdirectly owned by Maveron-Entrepreneurs', and 76	
	⁸ Maveron-Associates. McCormick is a managing m	ember of Maveron GP III, the general partner
	of MEP III, Maveron-Entrepreneurs' and Maveron-	
	power to dispose of these shares.	
9 AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH	6 552 596
9 REPORTING PERSON 6,553,586		
10 CHECK BOX II	F THE AGGREGATE AMOUNT IN ROW (9)	
¹⁰ EXCLUDES CE	ERTAIN SHARES*	
11 PERCENT OF C	CLASS REPRESENTED BY AMOUNT IN ROW 9	23.2% ¹
12TYPE OF REPORTING PERSON*		IN

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NAME OF REPORTING PERSONS

1

1			
	PROPRIATE BOX IF A MEMBER OF A GROUP*		
(a) ["] (b) 3 SEC USE ONLY	X		
	R PLACE OF ORGANIZATION		
⁴ U.S. Citizen	R FLACE OF ORDANIZATION		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	 SOLE VOTING POWER o shares SHARED VOTING POWER 6,553,586 shares, of which 5,556,046 shares are dir directly owned by Maveron-Entrepreneurs', and 76 Maveron-Associates. Stoffer is a managing member MEP III, Maveron-Entrepreneurs' and Maveron-Associates shares. 7 SOLE DISPOSITIVE POWER 	1,809 are directly owned by r of Maveron GP III, the general partner of	
REPORTING	7 0 shares		
PERSON	SHARED DISPOSITIVE POWER		
WITH	TTH 6,553,586 shares, of which 5,556,046 shares are directly owned by MEP III, 235,731 shares are		
	 directly owned by Maveron-Entrepreneurs', and 76 Maveron-Associates. Stoffer is a managing membe MEP III, Maveron-Entrepreneurs' and Maveron-As power to dispose of these shares. 	r of Maveron GP III, the general partner of	
9 AGGREGATE A REPORTING P	AMOUNT BENEFICIALLY OWNED BY EACH ERSON	6,553,586	
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	CLASS REPRESENTED BY AMOUNT IN ROW 9	$23.2\%^{1}$	
	ORTING PERSON*	IN	

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Maveron Equity Partners III, L.P., a Delaware limited partnership ("MEP III"), Maveron III Entrepreneurs' Fund, L.P., a Delaware limited partnership ("Maveron-Entrepreneurs"), MEP Associates III, L.P., a Delaware limited partnership ("Maveron-Associates"), Maveron General Partner III LLC, a Delaware limited liability company ("Maveron GP III"), and Dan Levitan ("Levitan"), Clayton Lewis ("Lewis"), Pete McCormick ("McCormick") and Jason Stoffer ("Stoffer").. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015.

(a)Amount beneficially owned:See Row 9 of cover page for each Reporting Person.Percent of Class:(b)Percent of Class:See Row 11 of cover page for each Reporting Person.Percent of Class:(c)Number of shares as to which such person has:(i)Sole power to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) <u>Shared power to vote or to direct the vote</u>:

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See Row 6 of cover page for each Reporting Person.

(iii) <u>Sole power to dispose or to direct the disposition of</u>:

See Row 7 of cover page for each Reporting Person.

(iv) <u>Shared power to dispose or to direct the disposition of</u>:

See Row 8 of cover page for each Reporting Person.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2016

MAVERON EQUITY PARTNERS III, L.P. By Maveron General Partner III LLC, Its General Partner	/s/ Pete McCormick Signature	
	Pete McCormick, Managing Member	
MAVERON III ENTREPRENEURS' FUND, L.F By Maveron General Partner III LLC, Its General Partner	P./s/ Pete McCormick Signature	
	Pete McCormick, Managing Member	
MEP ASSOCIATES III, L.P. By Maveron General Partner III LLC, Its General Partner	/s/ Pete McCormick Signature	
	Pete McCormick, Managing Member	
MAVERON GENERAL PARTNER III LLC	/s/ Pete McCormick Signature	
	Pete McCormick, Managing Member	
DAN LEVITAN	/s/ Pete McCormick Signature	
	Pete McCormick, Attorney-In-Fact	
CLAYTON LEWIS	/s/ Pete McCormick Signature	
	Pete McCormick, Attorney-In-Fact	
PETE MCCORMICK	/s/ Pete McCormick Signature	

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JASON STOFFER /s/ Pete McCormick Signature

> Pete McCormick, Attorney-In-Fact

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EXHIBIT INDEX

Found on

Exhibit	Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	14
Exhibit B: Power of Attorney	15

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Potbelly Corporation shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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<u>EXHIBIT B</u>

Power of Attorney

Pete McCormick has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.