

AEROHIVE NETWORKS, INC
Form SC 13G/A
February 06, 2017

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Aerohive Networks, Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

00786106

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 00786106 13G Page 2 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

New Enterprise Associates 13, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands exempted limited partnership

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

CUSIP No. 00786106 13G Page 3 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NEA Partners 13, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands exempted limited partnership

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

CUSIP No. 00786106 13G Page 4 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

NEA 13 GP, LTD

2

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands exempted company

SOLE VOTING POWER

5

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

CUSIP No. 00786106 13G Page 5 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

M. James Barrett

2

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 00786106 13G Page 6 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

Peter J. Barris

2

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF
ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 00786106 13G Page 7 of 20

| | |
|---|---|
| | NAMES OF REPORTING PERSONS |
| 1 | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| | Forest Basket |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| | SOLE VOTING POWER |
| | 5 |
| | 0 shares |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER |
| | 6 |
| | 4,665,686 shares |
| | SOLE DISPOSITIVE POWER |
| | 7 |
| | 0 shares |
| | SHARED DISPOSITIVE POWER |
| | 8 |
| | 4,665,686 shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,665,686 shares |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 00786106 13G Page 8 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Patrick J. Kerins

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

| | |
|---|---|
| | NAMES OF REPORTING PERSONS |
| 1 | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| | David M. Mott |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| | (a) |
| | (b) |
| 3 | SEC USE ONLY |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States |
| | SOLE VOTING POWER |
| 5 | 0 shares |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER |
| 6 | 4,665,686 shares |
| | SOLE DISPOSITIVE POWER |
| 7 | 0 shares |
| | SHARED DISPOSITIVE POWER |
| 8 | 4,665,686 shares |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 4,665,686 shares |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 00786106 13G Page 10 of 20

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Scott D. Sandell

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

4

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

5

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

6

4,665,686 shares

SOLE DISPOSITIVE POWER

7

0 shares

SHARED DISPOSITIVE POWER

8

4,665,686 shares

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,665,686 shares

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

| | |
|---|---|
| | NAMES OF REPORTING PERSONS |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) |
| 1 | Ravi Viswanathan |
| | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |
| 2 | (a) |
| | (b) |
| | SEC USE ONLY |
| 3 | |
| | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | United States |
| | SOLE VOTING POWER |
| 5 | 121 shares |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | SHARED VOTING POWER |
| 6 | 4,665,686 shares |
| | SOLE DISPOSITIVE POWER |
| 7 | 121 shares |
| | SHARED DISPOSITIVE POWER |
| 8 | 4,665,686 shares |
| | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | 4,665,807 shares |
| | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |
| 10 | |

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

9.1%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 00786106 13G Page 12 of 20

Item 1(a). Name of Issuer:

Aerohive Networks, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

1011 McCarthy Boulevard, Milpitas, California 95035.

Item 2(a). Names of Persons Filing:

This statement is being filed by New Enterprise Associates 13, L.P. ("NEA 13"); NEA Partners 13, L.P. ("NEA Partners 13"), which is the sole general partner of NEA 13; NEA 13 GP, LTD ("NEA 13 GP"), which is the sole general partner of NEA Partners 13; and M. James Barrett ("Barrett"), Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Patrick J. Kerins ("Kerins"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell") and Ravi Viswanathan ("Viswanathan") (collectively, the "Directors") and Krishna S. Kolluri ("Kolluri") and Harry R. Weller ("Weller"). The persons referred to in this Item 2(a) are sometimes referred to collectively herein as the "Reporting Persons".

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of NEA 13, NEA Partners 13 and NEA 13 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Baskett, Sandell and Viswanathan is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barrett, Barris, Kerins and Mott is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815.

Item 2(c). Citizenship:

Each of NEA 13 and NEA Partners 13 is a Cayman Islands exempted limited partnership. NEA 13 GP is a Cayman Islands exempted company. Each of the Directors is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$.001 par value ("Common Stock").

Item 2(e). CUSIP Number:

007786106.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a:

Not applicable.

Item 4. Ownership.

Amount Beneficially Owned: NEA 13 is the record owner of 4,665,686 shares of Common Stock as of December 31, 2016 (the "Shares"). As the sole general partner of NEA 13, NEA Partners 13 may be deemed to own (a) beneficially the Shares. As the sole general partner of NEA Partners 13, NEA 13 GP likewise may be deemed to own beneficially the Shares. As the individual Directors of NEA 13 GP, each of the Directors also may be deemed to own beneficially the Shares.

As of December 31, 2016, MV Holdings 2009 Revocable Trust ("MV Trust") is the record owner of 121 shares of Common Stock (the "MV Trust Shares"). As an affiliate of MV Trust, Viswanathan may be deemed to own beneficially the MV Trust Shares in addition to the Shares.

Percent of Class: See Line 11 of cover sheets. The percentages set forth on the cover sheet for each Reporting Person other than Viswanathan are calculated based on 51,215,910 shares of Common Stock (the "10-Q Shares") reported by the Issuer to be outstanding as of October 31, 2016 on Form 10-Q as filed with the Securities and (b) Exchange Commission on November 2, 2016. The percentage set forth on the cover sheet for Viswanathan is calculated based on 51,216,031 shares of Common Stock, which includes (i) the 10-Q Shares and (ii) the MV Trust Shares.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See Line 5 of cover sheets.

(ii) shared power to vote or to direct the vote: See Line 6 of cover sheets.

(iii) sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.

(iv) shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Each Reporting Person disclaims beneficial ownership of such Securities except for the shares, if any, such Reporting Person holds of record.

Item 5. Ownership of Five Percent or Less of a Class.

Kolluri and Weller each ceased to own beneficially five percent or more of the Issuer's Common Stock as a result of ceasing to be a Director of NEA 13 GP.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as used in Rule 13d-5(b).

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable. This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

CUSIP No. 00786106 13G Page 15 of 20

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 6, 2017

NEW ENTERPRISE ASSOCIATES 13, L.P.

By: NEA PARTNERS 13, L.P.
General Partner

By: NEA 13 GP, LTD

General Partner

By: *
Peter J. Barris
Director

NEA PARTNERS 13, L.P.

By: NEA 13 GP, LTD

General Partner

By: *
Peter J. Barris
Director

NEA 13 GP, LTD

By: *
Peter J. Barris
Director

*

Michael James Barrett

*

Peter J. Barris

*

Forest Basket

*

Patrick J. Kerins

*

Krishna S. Kolluri

*

David M. Mott

*

Scott D. Sandell

*

Ravi Viswanathan

*

Harry R. Weller

*By: /s/ Sasha O. Keough
Sasha O. Keough
As attorney-in-fact

This Amendment No. 3 to Schedule 13G was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

CUSIP No. 00786106 13G Page 17 of 20

EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Aerohive Networks, Inc.

EXECUTED this 6th day of February, 2017

NEW ENTERPRISE ASSOCIATES 13, L.P.

By: NEA PARTNERS 13, L.P.
General Partner

By: NEA 13 GP, LTD

General Partner

By: *

Peter J. Barris
Director

NEA PARTNERS 13, L.P.

By: NEA 13 GP, LTD

General Partner

By: *

Peter J. Barris
Director

NEA 13 GP, LTD

By: *

Peter J. Barris
Director

*

Michael James Barrett

*

Peter J. Barris

*

Forest Baskett

*

Patrick J. Kerins

*

Krishna S. Kolluri

*

David M. Mott

*

Scott D. Sandell

*

Ravi Viswanathan

*

Harry R. Weller

*By: /s/ Sasha O. Keough

Sasha O. Keough

As attorney-in-fact

This Agreement was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of August, 2013.

/s/ M. James Barrett
M. James Barrett

/s/ Peter J. Barris
Peter J. Barris

/s/ Forest Baskett
Forest Baskett

/s/ Rohini Chakravarthy
Rohini Chakravarthy

/s/ Patrick Chung
Patrick Chung

/s/ Ryan Drant
Ryan Drant

/s/ Anthony A. Florence
Anthony A. Florence

/s/ Robert Garland
Robert Garland

/s/ Paul Hsiao
Paul Hsiao

/s/ Patrick J. Kerins
Patrick J. Kerins

/s/ Suzanne King
Suzanne King

/s/ Krishna S. Kolluri
Krishna S. Kolluri

/s/ C. Richard Kramlich
C. Richard Kramlich

/s/ Edward Mathers
Edward Mathers

/s/ David M. Mott
David M. Mott

/s/ John M. Nehra
John M. Nehra

/s/ Charles W. Newhall III
Charles W. Newhall III

/s/ Jason R. Nunn
Jason R. Nunn

/s/ Jon Sakoda
Jon Sakoda

/s/ Scott D. Sandell
Scott D. Sandell

/s/ Peter W. Sonsini
Peter W. Sonsini

/s/ A. Brooke Seawell
A. Brooke Seawell

/s/ Ravi Viswanathan
Ravi Viswanathan

/s/ Paul E. Walker
Paul E. Walker

/s/ Harry Weller
Harry Weller