

SOURCEFIRE INC
Form 4
March 16, 2007

FORM 4

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

OMB APPROVAL

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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 *
SIERRA VENTURES VIII A, LP

2. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2884 SAND HILL ROAD, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2007

____ 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

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 or Disposed of (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 03/14/2007 | | C | 4,784,192 A | 4,784,192 | I | Held by limited partnership (2) (3) |
| Common Stock | 03/14/2007 | | S | 244,593 (4) (5) D | \$ 15 4,539,599 | I | Held by limited partnership (6) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (7) | 03/14/2007 | | C | 1,277,377 | (7) | (1) | Common Stock | 2,359, |
| Series B Convertible Preferred Stock | (10) | 03/14/2007 | | C | 1,913,840 | (10) | (1) | Common Stock | 1,178, |
| Series C Convertible Preferred Stock | (10) | 03/14/2007 | | C | 1,351,165 | (10) | (1) | Common Stock | 831,9 |
| Series D Convertible Preferred Stock | (10) | 03/14/2007 | | C | 672,553 | (10) | (1) | Common Stock | 414,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIERRA VENTURES VIII A, LP 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SIERRA VENTURES VII LP/CA 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SIERRA VENTURES ASSOCIATES VII, LLC 2884 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025 | | X | | |
| SIERRA VENTURES VIII B, LP 2884 SAND HILL ROAD, SUITE 100 | | X | | |

MENLO PARK, CA 94025

SIERRA VENTURES ASSOCIATES VIII, LLC

2884 SAND HILL ROAD, SUITE 100

MENLO PARK, CA 94025

X

Signatures

/s/ David C.
Schwab

03/16/2007

**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).

(1) N/A.

Includes 1,599,489 shares held by Sierra Ventures VII, L.P. ("Sierra VII"), 3,153,946 shares held by Sierra Ventures VIII-A, L.P. ("Sierra VIII-A"), 30,757 shares held by Sierra Ventures VIII-B, L.P. ("Sierra VIII-B"). Sierra Ventures Associates VII, LLC ("SVA VII") is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII also holds an additional 107,253 shares as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. Sierra Ventures Associates VIII, LLC ("SVA VIII") is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. (continued in next footnote)

(2)

(continued from previous footnote) SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VIII also holds an additional 229,051 shares as nominee for its members. SVA VIII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares.

(3)

Includes 81,531 shares held by Sierra VII, 161,488 shares held by Sierra VIII-A, 1,574 shares held by Sierra VIII-B. SVA VII is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII disposed of an additional 3,746 shares as nominee for its members. (Continued onto next footnote)

(4)

(Continued from previous footnote) SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. SVA VIII is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VIII disposed of an additional 7,492 shares as nominee for its members. SVA VIII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares.

(5)

Includes 1,517,958 shares held by Sierra VII, 2,992,458 shares held by Sierra VIII-A, 29,183 shares held by Sierra VIII-B. SVA VII is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII also holds an additional 103,507 shares as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. SVA VIII is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. SVA VIII also holds an additional 221,559 shares as nominee for its members. SVA VIII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares.

(6)

These securities were automatically converted into Common Stock on a 1 to 1.84723 basis upon the closing of the Issuer's initial public offering.

(7)

Includes 425,792 shares held by Sierra VII, 843,363 shares held by Sierra VIII-A, 8,222 shares held by Sierra VIII-B. SVA VII is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII also holds an additional 19,563 shares as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. SVA VIII is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. SVA VIII also holds an additional 39,126 shares as nominee for its members.

(8)

SVA VIII does not have voting or dispositive power over such shares related to the nominee arrangement and disclaims beneficial ownership of such shares.

(9)

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- (10) These securities were automatically converted into Common Stock on a 1 to 0.61576 basis upon the closing of the Issuer's initial public offering.

Includes 637,883 shares held by Sierra Ventures VII, 1,263,638 shares held by Sierra Ventures VIII-A, 12,319 shares held by Sierra Ventures VIII-B, L.P. SVA VII is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII also

- (11) holds an additional 47,264 shares as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. SVA VIII is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VIII also holds an additional 94,544 shares as nominee for its members.

Includes 455,591 shares held by Sierra Ventures VII, L.P., 886,928 shares held by Sierra Ventures VIII-A, L.P., 8,646 shares held by Sierra Ventures VIII-B, L.P. SVA VII is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII also

- (12) holds an additional 45,556 shares as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. SVA VIII is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VIII also holds an additional 106,871 shares as nominee for its members.

Includes 226,774 shares held by Sierra Ventures VII, L.P., 441,455 shares held by Sierra Ventures VIII-A, L.P., 4,324 shares held by Sierra Ventures VIII-B, L.P., SVA VII is the general partner of Sierra VII and possesses voting and dispositive power over the shares held by Sierra VII. SVA VII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VII also

- (13) holds an additional 22,676 shares as nominee for its members. SVA VII does not have voting or dispositive power over such shares and disclaims beneficial ownership of such shares. SVA VIII is the general partner of Sierra VIII-A and Sierra VIII-B and possesses voting and dispositive power over the shares held by Sierra VIII-A and Sierra VIII-B. SVA VIII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. SVA VIII also holds an additional 53,196 shares as nominee for its members.

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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