

KE YAN
Form 4
April 09, 2019

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 *
Northern Light Venture Capital, Ltd.

2. Issuer Name and Ticker or Trading Symbol
AEROHIVE NETWORKS, INC
[HIVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2019

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

SUITE 2210, TWO PACIFIC PLACE, 88 QUEENSWAY, ADMIRALTY

(Street)

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

HONG KONG, K3

(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	04/05/2019		J ⁽¹⁾		289,008	D	\$ 0	5,502,154	I	See footnote (2)
Common Stock	04/05/2019		J ⁽¹⁾		63,473	D	\$ 0	1,142,507	I	See footnote (3)
Common Stock	04/05/2019		J ⁽¹⁾		31,736	D	\$ 0	571,252	I	See footnote (4)

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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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Northern Light Venture Capital, Ltd. SUITE 2210, TWO PACIFIC PLACE 88 QUEENSWAY, ADMIRALTY HONG KONG, K3		X		
Northern Light Partners, L.P. SUITE 2210, TWO PACIFIC PLACE 88 QUEENSWAY, ADMIRALTY HONG KONG, K3		X		
NORTHERN LIGHT VENTURE FUND L P SUITE 2210, TWO PACIFIC PLACE 88 QUEENSWAY, ADMIRALTY HONG KONG, K3		X		
NORTHERN LIGHT STRATEGIC FUND L P SUITE 2210, TWO PACIFIC PLACE 88 QUEENSWAY, ADMIRALTY HONG KONG, K3		X		
Northern Light Partners Fund, L.P. SUITE 2210, TWO PACIFIC PLACE 88 QUEENSWAY, ADMIRALTY		X		

HONG KONG, K3

Lee Jeffrey
 SUITE 2210, TWO PACIFIC PLACE
 88 QUEENSWAY, ADMIRALTY X
 HONG KONG, K3

DENG FENG
 SUITE 2210, TWO PACIFIC PLACE
 88 QUEENSWAY, ADMIRALTY X
 HONG KONG, K3

KE YAN
 SUITE 2210, TWO PACIFIC PLACE
 88 QUEENSWAY, ADMIRALTY X
 HONG KONG, K3

Signatures

Northern Light Venture Capital, Ltd., By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee,
 Title: Director 04/06/2019

__Signature of Reporting Person Date

Northern Light Partners, L.P., By Northern Light Venture Capital, Ltd., Its General Partner,
 By /s/ Jeffrey D. Lee, Printed Name: Jeffrey D. Lee, Title: Director 04/06/2019

__Signature of Reporting Person Date

Northern Light Venture Fund, L.P., By Northern Light Partners, L.P., Its General Partner, By
 Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed
 Name: Jeffrey D. Lee, Title: Director 04/06/2019

__Signature of Reporting Person Date

Northern Light Strategic Fund, L.P., By Northern Light Partners, L.P., Its General Partner,
 By Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed
 Name: Jeffrey D. Lee, Title: Director 04/06/2019

__Signature of Reporting Person Date

Northern Light Partners Fund, L.P., By Northern Light Partners, L.P., Its General Partner, By
 Northern Light Venture Capital, Ltd., Its General Partner, By /s/ Jeffrey D. Lee, Printed
 Name: Jeffrey D. Lee, Title: Director 04/06/2019

__Signature of Reporting Person Date

By /s/ Jeffrey D. Lee, Jeffrey D. Lee 04/06/2019

__Signature of Reporting Person Date

Feng Deng, By /s/ Jeffrey D. Lee, Jeffrey D. Lee, Attorney-in-Fact 04/06/2019

__Signature of Reporting Person Date

Yan Ke, By /s/ Jeffrey D. Lee, Jeffrey D. Lee, Attorney-in-Fact 04/06/2019

__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) Represents a pro-rata in-kind distribution, and not a purchase or sale, without additional consideration to its partners.

Shares held directly by Northern Light Venture Fund, L.P. ("NLVF"). Northern Light Partners, L.P., the general partner of NLVF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

(2) dispositive power over the shares held by NLVF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLVF. Such persons and entities disclaim beneficial ownership of shares held by NLVF, except to the extent of any pecuniary interest therein.

Shares held directly by Northern Light Strategic Fund, L.P. ("NLSF"). Northern Light Partners, L.P., the general partner of NLSF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

(3) dispositive power over the shares held by NLSF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLSF. Such persons and entities disclaim beneficial ownership of shares held by NLSF, except to the extent of any pecuniary interest therein.

Shares held directly by Northern Light Partners Fund, L.P. ("NLPF"). Northern Light Partners, L.P., the general partner of NLPF, and Northern Light Venture Capital, Ltd., the general partner of Northern Light Partners, L.P., may each be deemed to have sole voting and

(4) dispositive power over the shares held by NLPF. Feng Deng, Jeffrey D. Lee and Yan Ke are the directors of Northern Light Venture Capital, Ltd. and may be deemed to share voting and dispositive power over the shares held by NLPF. Such persons and entities disclaim beneficial ownership of shares held by NLPF, except to the extent of any pecuniary interest therein.

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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