

REDDY C N
Form 4
March 05, 2008

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
REDDY C N

(Last) (First) (Middle)

C/O ALLIANCE
SEMICONDUCTOR CORP., 2900
LAKESIDE DRIVE, SUITE 229

(Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CAVIUM NETWORKS, INC.
[CAVM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/07/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/07/2007		C	816,316 A <u>(1)</u>	342,968 <u>(2)</u>	I	By Scenic Investments L.P. <u>(3)</u>
Common Stock	05/07/2007		C	316,840 A <u>(1)</u>	30,872 <u>(4)</u>	I	By Solar Venture Partners LP <u>(4)</u>
Common Stock	11/14/2007		C	2,733 A <u>(1)</u>	2,733 <u>(4)</u>	D	

Edgar Filing: REDDY C N - Form 4

Common Stock 05/05/2007 C 86,207 A (1) 86,207 I By Scenic Capital (5)

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 displays a currently valid OMB control number.

SEC 1474
(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.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	<u>(1)</u>	05/07/2007		C		555,555		<u>(1)</u>	<u>(1)</u>	Common Stock	555,555
Series A Preferred Stock	<u>(1)</u>	05/07/2007		C		138,888		<u>(1)</u>	<u>(1)</u>	Common Stock	138,888
Series B Preferred Stock	<u>(1)</u>	05/07/2007		C		260,761		<u>(1)</u>	<u>(1)</u>	Common Stock	260,761
Series B Preferred Stock	<u>(1)</u>	05/07/2007		C		152,746		<u>(1)</u>	<u>(1)</u>	Common Stock	152,746
Series D Preferred Stock	<u>(1)</u>	05/07/2007		C		25,206		<u>(1)</u>	<u>(1)</u>	Common Stock	25,206
Series D Preferred	<u>(1)</u>	05/07/2007		C		86,207		<u>(1)</u>	<u>(1)</u>	Common Stock	86,207

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REDDY C N C/O ALLIANCE SEMICONDUCTOR CORP. 2900 LAKESIDE DRIVE, SUITE 229 SANTA CLARA, CA 95054	X

Signatures

/s/ Vincent P. Pangrazio, with power of attorney

03/05/2008

__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) Each share of Preferred Stock converted into one share of Common Stock upon the closing of the Issuer's initial public offering, was convertible at any time at the election of the holders and had no expiration date.

- (2) Subsequent to the date of the transaction reported on this Form 4, Galaxy Venture Partners III, LLC, of which the reporting person is a general partner, made a pro rata distribution of all of its 816,316 Common Stock shares to its partners, including Scenic Investments, L.P., of which the reporting person is a general partner.

- (3) The reporting person is one of the general partners of Scenic Investments, L.P. The reporting person disclaims beneficial ownership of these securities, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (4) Subsequent to the date of the transaction reported on this Form 4, Solar Ventures Partners, L.P. made a pro rata distribution of 285,968 shares to its partners, including 2,733 shares to the reporting person, who is a general partner of Solar Ventures Partners, L.P. The reporting person disclaims beneficial ownership of the remaining 30,872 shares held by Solar Ventures Partners, L.P., except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (5) The reporting person is the general partner of Scenic Capital. The reporting person disclaims beneficial ownership of these securities, except to his pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (6) The reporting person is one of the general partners of Galaxy Venture Partners III, LLC, one of the general partners of Solar Venture Partners, L.P. and the general partner of Scenic Capital. The reporting person may be deemed to share voting and investment power over these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his proportionate pecuniary interest in them.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.