

ExactTarget, Inc.
Form 4
July 12, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kofoid Andrew J

(Last) (First) (Middle)

20 NORTH MERIDIAN
STREET, SUITE 200

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ExactTarget, Inc. [ET]

3. Date of Earliest Transaction
(Month/Day/Year)
07/12/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/12/2013		D	(A) or (D) Amount 8,437 (1) Price \$ 33.75	25,313	D	
Common Stock	07/12/2013		D	25,313 D (2)	0	D	

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

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SEC 1474
(9-02)

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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
Employee Stock Option (right to buy)	\$ 5.61	07/12/2013		D	273,625	<u>(3)</u>	05/23/2020	Common Stock	273,625
Employee Stock Option (right to buy)	\$ 7.7	07/12/2013		D	40,625	<u>(4)</u>	03/23/2021	Common Stock	40,625
Employee Stock Option (right to buy)	\$ 7.7	07/12/2013		D	9,375	<u>(5)</u>	03/23/2021	Common Stock	9,375
Employee Stock Option (right to buy)	\$ 15	07/12/2013		D	70,000	<u>(6)</u>	02/28/2022	Common Stock	70,000
Employee Stock Option (right to buy)	\$ 15	07/12/2013		D	50,000	<u>(7)</u>	02/28/2022	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 22.1	07/12/2013		D	22,500	<u>(8)</u>	02/26/2023	Common Stock	22,500
Employee Stock Option (right to buy)	\$ 22.1	07/12/2013		D	45,000	<u>(9)</u>	02/26/2023	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kofoed Andrew J 20 NORTH MERIDIAN STREET SUITE 200 INDIANAPOLIS, IN 46204			Chief Operating Officer	

Signatures

/s/ Brent D. Mosby, attorney-in-fact for Andrew J. Kofoed

07/12/2013

__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 restricted stock units disposed of pursuant to a merger agreement between ExactTarget, Inc., salesforce.com, inc. and Excalibur Acquisition Corp.

- (2) Represents restricted stock units disposed of pursuant to a merger agreement between ExactTarget, Inc., salesforce.com, inc. and Excalibur Acquisition Corp. These restricted stock units, which provided for vesting in four equal annual installments beginning February 26, 2014, were assumed by salesforce.com, inc. in the merger and replaced with 22,171 restricted stock units of salesforce.com, inc. that will vest in three equal annual installments beginning on February 26, 2014.

- (3) This option grant, which provided that 100,000 of the options vested and became exercisable on May 24, 2011 and 300,000 of the options vest and become exercisable in thirty-six equal monthly installments beginning on June 24, 2011, was cancelled in the merger in exchange for a cash payment of \$7,701,175.63 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

- (4) This option grant, which provided that 12,500 of the options will vest and become exercisable on March 24, 2012 and 37,500 of the options will vest and become exercisable in thirty-six equal monthly installments beginning on April 24, 2012, was cancelled in the merger in exchange for a cash payment of \$1,058,281.25 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

- (5) This option grant, which provided that 12,500 of the options will vest and become exercisable on March 24, 2012 and 37,500 of the options will vest and become exercisable in thirty-six equal monthly installments beginning on April 24, 2012, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 8,211 shares of salesforce.com, inc. common stock for \$8.79 per share.

- (6) This option grant, which provided that 30,000 options would vest and become exercisable on March 1, 2013 and 90,000 options would vest and become exercisable in thirty-six equal monthly installments beginning on April 1, 2013, was cancelled in the merger in exchange for a cash payment of \$1,312,500 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

- (7) This option grant, which provided that 30,000 options would vest and become exercisable on March 1, 2013 and 90,000 options would vest and become exercisable in thirty-six equal monthly installments beginning on April 1, 2013, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 43,794 shares of salesforce.com, inc. common stock for \$17.13 per share.

- (8) This option grant, which provided that one-fourth would vest and become exercisable on February 26, 2014 and three-fourths would vest and become exercisable in thirty-six equal monthly installments beginning on March 26, 2014, was cancelled in the merger in exchange for a cash payment of \$262,125 representing the difference between the exercise price of the option and the market value of the underlying ExactTarget, Inc. common stock on the effective date of the merger (\$33.75 per share).

- (9) This option grant, which provided that one-fourth would vest and become exercisable on February 26, 2014 and three-fourths would vest and become exercisable in thirty-six equal monthly installments beginning on March 26, 2014, was assumed by salesforce.com, inc. in the merger and replaced with an option to purchase 39,414 shares of salesforce.com, inc. common stock for \$25.23 per share.

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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