

48th Parallel LLC
Form 3
April 03, 2014

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *
Â Partech U.S. Partners IV,
L.L.C.

(Last) (First) (Middle)

50 CALIFORNIA ST., STE 3200

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
04/03/2014

3. Issuer Name **and** Ticker or Trading Symbol
Five9, Inc. [FIVN]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,493,291	D <u>(1)</u> <u>(2)</u>	Â
Common Stock	675,221	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	1,112,333	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	675,223	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	274,920	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	24,459	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	24,459	I	See Footnotes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a**

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	7,804	\$ 0.652	D (3) (4)	Â
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	1,283	\$ 0.652	I	See Footnotes (3) (4)
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	2,114	\$ 0.652	I	See Footnotes (3) (4)
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	1,283	\$ 0.652	I	See Footnotes (3) (4)
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	522	\$ 0.652	I	See Footnotes (3) (4)
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	54	\$ 0.652	I	See Footnotes (3) (4)
Warrant (right to buy common stock)	Â (3)(4)	Â (3)(4)	Common Stock	54	\$ 0.652	I	See Footnotes (3) (4)
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	11,706	\$ 0.652	D (5) (6)	Â
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	1,924	\$ 0.652	I	See Footnotes (5) (6)
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	3,170	\$ 0.652	I	See Footnotes (5) (6)
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	1,924	\$ 0.652	I	See Footnotes (5) (6)
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	783	\$ 0.652	I	See Footnotes (5) (6)
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	81	\$ 0.652	I	See Footnotes (5) (6)
Warrant (right to buy common stock)	Â (5)(6)	Â (5)(6)	Common Stock	81	\$ 0.652	I	See Footnotes (5) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Partech U.S. Partners IV, L.L.C. 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Partech International Growth Capital I LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Partech International Growth Capital II LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Partech International Growth Capital III LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
AXA Growth Capital II LP 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
45th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
PAR SF II, L.L.C. 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
46th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
47th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
48th Parallel LLC 50 CALIFORNIA ST., STE 3200 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/ Vincent R. Worms, managing member of 47th Parallel, L.L.C., the managing member of the Reporting Person

04/03/2014

__Signature of Reporting Person

Date

/s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of 46th Parallel, L.L.C., the managing member of the Reporting Owner

04/03/2014

__Signature of Reporting Person

Date

/s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of 46th Parallel, L.L.C., the managing member of the Reporting Owner

04/03/2014

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<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of 46th Parallel, L.L.C., the managing member of the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, managing member of 48th Parallel, L.L.C., the Investment General Partner of the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, managing member of the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, sole member of the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, managing member of 45th Parallel, L.L.C., the managing member of the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, managing member of 47th Parallel, L.L.C., the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date
/s/ Vincent R. Worms, managing member of the Reporting Owner	04/03/2014
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Partech U.S. Partners IV, L.L.C. ("Partech US") is the record owner of 3,493,291 shares, Partech International Growth Capital I L.L.C. ("Partech I") is the record owner of 675,221 shares, Partech International Growth Capital II L.L.C. ("Partech II") is the record owner of 1,112,333 shares, Partech International Growth Capital III L.L.C. ("Partech III") is the record owner of 675,223 shares, AXA Growth Capital II L.P. ("AXA") is the record owner of 274,920 shares, 45th Parallel L.L.C. ("45th Parallel") is the record owner of 24,459 shares, and Par SF II, L.L.C.

(Continued from footnote 1) ("Par SF") is the record owner of 24,459 shares. Vincent R. Worms is (A) the sole member of Par SF, (B) the managing member of 47th Parallel, L.L.C., which is the managing member of Partech US, (C) the managing member of 45th Parallel, which is the managing member of 46th Parallel, L.L.C., which is the managing member of Partech I, Partech II and Partech III and (D) the managing member of 48th Parallel, L.L.C., which is the investment general partner of AXA, and may be deemed to have voting control and investment power over the securities held by Par SF, Partech US, 45th Parallel, Partech I, Partech II, Partech III and AXA, but disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(3) Partech US is the record owner of warrants exercisable for 7,804 shares, Partech I is the record owner of warrants to purchase 1,283 shares, Partech II is the record owner of warrants to purchase 2,114 shares, Partech III is the record owner of warrants to purchase 1,283 shares, AXA is the record owner of warrants to purchase 522 shares, 45th Parallel is the record owner of warrants to purchase 54 shares and PAR SF is the record owners of warrants to purchase 54 shares.

(Continued from footnote 3) The warrants are exercisable, in whole or in part, until the earliest to occur of (i) the seven (7)-year anniversary of February 28, 2008; or (ii) the issuance and sale of shares of the Company's common stock in the Company's first

(4) underwritten public offering pursuant to an effective registration statement. Vincent R. Worms may be deemed to have voting control and investment power over the securities held by Par SF, Partech US, 45th Parallel, Partech I, Partech II, Partech III and AXA, but disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Partech US is the record owner of warrants exercisable for 11,706 shares, Partech I is the record owner of warrants to purchase 1,924 shares, Partech II is the record owner of warrants to purchase 3,170 shares, Partech III is the record owner of warrants to purchase 1,924 shares, AXA is the record owner of warrants to purchase 783 shares, 45th Parallel is the record owner of warrants to purchase 81 shares and PAR SF is the record owners of warrants to purchase 81 shares.

(5)

(6) (Continued from footnote 5) The warrants are exercisable, in whole or in part, until the earliest to occur of (i) the seven (7)-year anniversary of July 15, 2008; or (ii) the issuance and sale of shares of the Company's common stock in the Company's first underwritten

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public offering pursuant to an effective registration statement. Vincent R. Worms may be deemed to have voting control and investment power over the securities held by Par SF, Partech US, 45th Parallel, Partech I, Partech II, Partech III and AXA, but disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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Remarks:

FormÂ 1Â ofÂ 2

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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