

FARRELL JAMES T
 Form 3
 April 24, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Calera Capital Management IV Inc | | (Month/Day/Year) | LoopNet, Inc. [LOOP] | |
| (Last) | (First) | 04/14/2009 | | |
| | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O CALERA CAPITAL,,Â 580 CALIFORNIA STREET, SUITE 2200 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| SAN FRANCISCO,Â CAÂ 94104 | | | | |
| (City) | (State) | (Zip) | | |

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) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

Edgar Filing: FARRELL JAMES T - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|-----------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|-----------------------|
| Series A Convertible Preferred Stock <u>(1)</u> | 04/14/2009 <u>(2)</u> | ∞ <u>(3)</u> | Common Stock | 5,208,332 | \$ 6.72 | I <u>(4)</u> <u>(5)</u> | See Footnotes 4 and 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Calera Capital Management IV Inc C/O CALERA CAPITAL, 580 CALIFORNIA STREET, SUITE 2200 SAN FRANCISCO, CA 94104 | ∞ X | ∞ X | ∞ | ∞ |
| Calera Capital Investors IV LP C/O CALERA CAPITAL, 580 CALIFORNIA STREET, SUITE 2200 SAN FRANCISCO, CA 94104 | ∞ X | ∞ X | ∞ | ∞ |
| Calera Capital Partners IV LP C/O CALERA CAPITAL, 580 CALIFORNIA STREET SUITE 2200 SAN FRANCISCO, CA 94104 | ∞ X | ∞ X | ∞ | ∞ |
| CALERA CAPITAL PARTNERS IV SIDE-BY-SIDE LP C/O CALERA CAPITAL, 580 CALIFORNIA STREET, SUITE 2200 SAN FRANCISCO, CA 94104 | ∞ X | ∞ X | ∞ | ∞ |
| FARRELL JAMES T C/O CALERA CAPITAL, 580 CALIFORNIA STREET, SUITE 2200 SAN FRANCISCO, CA 94104 | ∞ X | ∞ X | ∞ | ∞ |

Signatures

| | |
|---|------------|
| /s/ James T. Farrell, Co-President | 04/24/2009 |
| **Signature of Reporting Person | Date |
| Calera Capital Management IV, Inc., General Partner, By: James T. Farrell, Co-President | 04/24/2009 |
| **Signature of Reporting Person | Date |
| Calera Capital Investors IV, LP, General Partner, By: Calera Capital Management IV, Inc., General Partner, By: James T. Farrell, Co-President | 04/24/2009 |
| **Signature of Reporting Person | Date |
| Calera Capital Investors IV, LP, General Partner, By: Calera Capital Management IV, Inc., General Partner, By: James T. Farrell, Co-President | 04/24/2009 |
| **Signature of Reporting Person | Date |
| James T. Farrell | 04/24/2009 |

__Signature of Reporting Person

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).
- (1) The Series A Convertible Preferred Stock is initially convertible into the Issuer's Common Stock at a conversion price of \$6.72 per share, as may be adjusted for stock dividends, stock splits or similar recapitalization.
- (2) The Series A Convertible Preferred Stock is convertible at any time, at the beneficial owner's election.
- (3) The Series A Convertible Preferred Stock has no expiration date.

(4) Calera Capital Partners IV, L.P. ("Calera") is the direct owner of 5,029,166 shares of Common Stock that may be acquired upon conversion of 33,796 shares of Series A Convertible Preferred Stock and Calera Capital Partners IV Side-By-Side, L.P., ("Side-By-Side") is the direct owner of 179,166 shares of Common Stock that may be acquired upon conversion of 1,204 shares of Series A Convertible Preferred Stock. The shares may also be deemed to be owned indirectly by Calera Capital Investors IV, L.P. ("Investors"), which is the general partner of each of Calera and Side-By-Side and Calera Capital Management IV, Inc. ("Management"), which is the general partner of Investors.

(5) Calera Capital Investors IV, L.P. ("Investors") and Calera Capital Management IV, Inc. ("Management") disclaim beneficial ownership of such shares except to the extent of any pecuniary interest therein. James T. Farrell, in his capacity as director and stockholder of Management, may be deemed to share voting and dispositive power over, and may be deemed to share beneficial ownership of, the shares beneficially owned by Management through its control over Investors, and indirectly, over Calera Capital Partners IV, L.P. and Calera Capital Partners IV Side-By-Side, L.P., but disclaims beneficial ownership of such shares 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. 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.