Ubiquiti Networks, Inc. Form 4

December 18, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **SEGE RONALD** Issuer Symbol Ubiquiti Networks, Inc. [UBNT] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title 2580 ORCHARD PARKWAY 12/16/2013 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SAN JOSE, CA 95131

(State)

(Zip)

(City)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

1.Title of Security (Instr. 3)	aı	2A. Deemed Execution Date, if any Month/Day/Year)	Code (Instr. 3, 4 and 5)			Beneficially Form: Owned Direct (D)	Ownership	Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)
Common Stock	12/16/2013		M	17,500	A	\$ 10.77	17,500	D	
Common Stock	12/16/2013		S <u>(1)</u>	17,500	D	\$ 39.8247 (2)	0	D	

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

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#### Edgar Filing: Ubiquiti Networks, Inc. - Form 4

# 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Stock Option (Right to Buy)	\$ 10.77	12/16/2013	12/16/2013	M	17,500	(3)	11/12/2022	Common Stock	17,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer Other			
SEGE RONALD						
2580 ORCHARD PARKWAY	X					
SAN JOSE, CA 95131						

### **Signatures**

/s/ Sean Deorsey, Attorney-in-Fact for Reporting
Person 12/18/2013

\*\*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) Sale was effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on September 13, 2013.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.57 to \$40.25, inclusive. The reporting person undertakes to provide Ubiquiti Networks, Inc., any security holder of Ubiquiti Networks, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (3) 1/3 of the shares originally subject to the option became vested on October 4, 2013, and 1/36th of the shares originally subject to the option vest each month thereafter such that all shares shall be fully vested on October 4, 2015.

#### **Remarks:**

Exhibits: Exhibit 24.1 - Power of Attorney

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.

Reporting Owners 2